DC
MARVEL COMICS
CROSSOVER CLASSICS
THE MARVEL/DC COLLECTION

DO WE LET THE "DUPERS"--WHO-EVER THEY ARE--GET AWAY WITH WHAT THEY'VE DONE--
--OR DO WE JOIN FORCES AND FIGHT THEM, TOGETHER?
FOR THAT YOU NEED AN ANSWER?
I SUPPOSE NOT.
LET'S SHAKE ON IT, PARTNER.
LET'S.

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CROSSOVER CLASSICS: The Marvel/DC Collection

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by Dick Giordano

It was a good time.

The comics industry was settling in after better than a decade of unprecedented creative growth. New, young creators had flocked to New York and changed the look of comics forever. Few of these young turks would deny that they came to write and draw comics because they were inspired, motivated and challenged by the ground-breaking work of Stan Lee and Jack Kirby and, yes, Steve Ditko, who together had pulled Marvel Comics and the technique of comic book storytelling up by the bootstraps and created a refreshingly new and exciting standard for future writers and artists to aspire to. This influx of talent also rejuvenated the careers of a number of creators who had been working professionally for some time and had, perhaps, become a tad lethargic. Many of these rose to the challenge and began doing the best work of their careers to that point. Older names took on a new prominence and added to the feeling that this was a pretty cool time to be a comics creator.

It was against this backdrop that whispers began to be heard that Carmine Infantino (DC's Head Honcho) and Stan Lee (Marvel's *Marvel*ous Leader) had their executive heads together again. What were these wild 'n' crazy guys up to?

We soon found out!

The two (extremely competitive!) rival giants in comic books had agreed to join forces and publish the first-ever company crossover super-hero team book of all time! Nothing wishy-washy about this deal. Each company agreed to provide its "Centerpiece" character for the occasion: *Superman vs. The Amazing Spider-Man!* It also would be published in a different format: tabloid size: 10" x 13-1/2". It would be the fans' ultimate wish-fulfillment! It came as a shock to me.

And the aftershock came when I discovered that I would be part of the creative team working on this historic publishing event. I think I took all of a microsecond to say *yes!* to the offer. And when Ross Andru's beautifully drawn pages reached my drawing board, I was almost reluctant to ink them for fear of losing any of the wonderful, quirky, pleasingly distorted qualities that Ross brings to his work. Ross is a master storyteller and a fine craftsman with a wondrous ability to compose pictures (utilizing a canny grasp of deep space) that can make even the most mundane sequences play excitingly.

The arrival of new pages was always an event. The artists in the studio would gather around as the package was opened. Then, accompanied by *oh's* and *ah's* (and a couple of *wow!*'s) we'd pass the pages around for everyone's perusal. None of us had ever seen Superman and Spider-Man in the same picture before, much less cavorting together for 96 pages — with Doctor Octopus and Lex Luthor as the heavies, to boot! It took the better part of seven months to finish the project, having to get approvals from both companies, each determined to protect the integrity of its own characters.

Anyway, the rest, as they say, is history. More Marvel/DC crossovers followed apace but for me, none quite reached the excitement level of the first Superman/Spider-Man, which I guess can be equated with one's first love...a special time gone but never to be quite forgotten.

by Tom DeFalco

I thought they were crazy!

The year was 1976, and I was working on staff at Archie Comics when I first heard that Marvel and DC planned to produce a crossover featuring Spider-Man and Superman.

Sheesh!

They had to be crazy to undertake such a ridiculously grueling task.

Few people outside of the industry have any idea of the massive effort involved in producing a single issue of a comic book. A plot can take anywhere from a morning's inspiration to weeks of intensive conversations before it is fully fleshed out. Most pencillers can draw one or maybe two complete pages a day. (I say most because there are many who need a few days to produce a single page...as well as the blessed rarities who can create more than two.) While it takes the average reader about twenty minutes to finish an entire comic, and hour and a half isn't an outrageous amount of time for a scripter to spend on each and every page he dialogues. A very fast inker can usually average another two pages per day. And then, there's all of the time involved with lettering, coloring, proofreading, and editing.

Producing a single issue of a regular comic book can be an incredible physical, as well as mental, grind. Add to that the increased number of pages, and the fact that the creative people would have to be dealing with two distinct companies, editorial staffs and corporate agendas.

Well, it was obvious to me that the creative people had to be crazy!

But, love can make you do the craziest things!

Crossovers like these are an intense labor of love — An exciting opportunity for the creative people to visit unexplored playgrounds! A fantastic chance for corporate officers to lay aside company politics, and play nice with each other! A magnificent occasion for the merging of universes, and the mingling of characters!

And, of course, a stunning time of wonder for the reader within us all!

Ever since I joined Marvel Comics I've wanted to see more of these ridiculously grueling but incredibly entertaining crossovers.

All my friends think I'm crazy!

They're probably right!

This is the cover of the very first Marvel/DC co-publication from 1975.

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DC
AND
MARVEL
PRESENT
THE GREATEST SUPERHERO TEAM-UP OF ALL TIME!
THE BATTLE OF THE CENTURY
37995
SUPERMAN
the AMAZING SPIDER-MAN
VS
$2.00
SUPERMAN VS. THE AMAZING SPIDER-MAN
A DC-MARVEL PRODUCTION

HOW THIS FAMOUS COVER WAS BORN

Creating an interesting cover can be a difficult job at best. When it features the top heroes of two comics publishers, it presents special problems.

DC Publisher Carmine Infantino began with the idea of confrontation between Supes and Spidey. But here neither hero is fully shown.

A background was needed—and with these super-doers, the skyscrapers of New York seemed a natural battleground. But the angle wasn't right, and Superman dominated the picture.

Carmine switched to a down shot, from atop the Empire State Building. (If it was good enough for King Kong, it's good enough for us!) Now the figures were closer to the same size. Stan Lee agreed to this layout. (Note signatures on sketch.)

PENCIL: Next came a preliminary pencil sketch. The attitudes of the heroes were altered slightly for greater impact.

FINISHED COVER: Ross Andru took it from there, creating the finished pencils, which Dick Giordano inked—to produce a cover worthy of the story inside—a true milestone in comics history!

Intro by Gerry Conway

In 1975 I was at a turning point in my career. I'd accomplished so much of what I'd set out to do — I'd started writing comics at 15; I'd written for Marvel, DC, and Warren; I'd scripted my favorite heroes and heroines — Spider-Man, Thor, The Fantastic Four, Batman, Wonder Woman, Superman; I'd created a character called The Punisher; I'd been an editor at Marvel and DC; I'd done it all — and, in the arrogance of my youth (I was only 23), I wept (metaphorically) that there were no more worlds for me to conquer.

Ha.

Around this time a literary agent named David Obst, who'd represented Bob Woodward and Carl Bernstein (of *All The President's Men* fame), approached Marvel's Stan Lee and DC's Carmine Infantino with a modest proposal. Why don't DC and Marvel combine forces to produce the greatest team-up story of all time — Marvel's wall-crawling webspinner in a battle royale with DC's Man of Tomorrow — a Battle of the Century, a Clash of the Titans, a Tour de Force, a —

Well, you get the idea.

So did Stan and Carmine. Every fan (myself included) who'd ever enjoyed the adventures of those two characters must have wondered what would happen if... how they'd behave if... wouldn't it be great if...

Again, you get the idea.

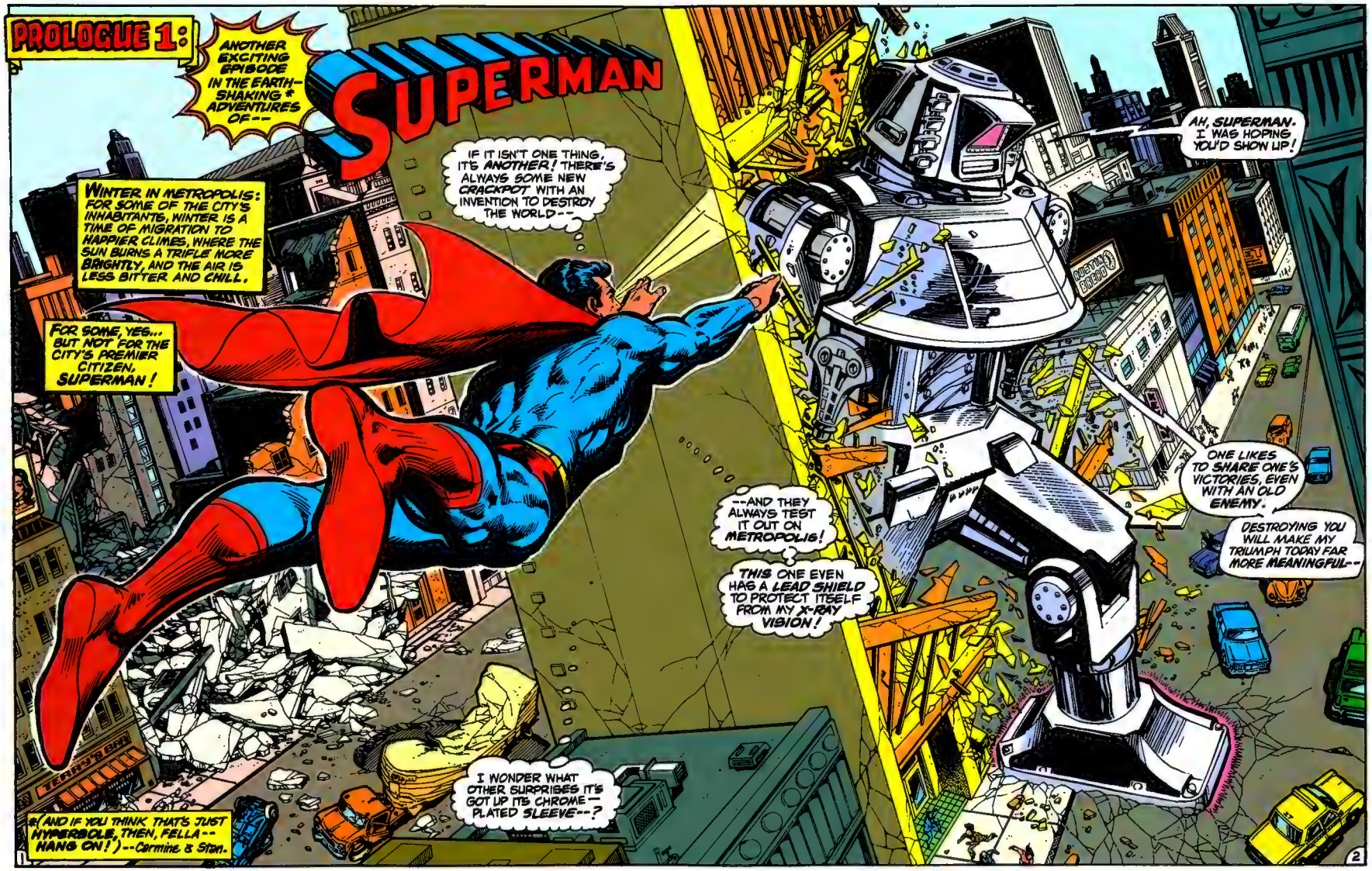
With David acting as midwife and business go-between, the deal was made. Because I was one of only three people at the time who'd actually written for both characters, I got the assignment to script the story; for similar reasons, Ross Andru and Dick Giordano were assigned to the art; and Roy Thomas was brought in as creative consultant.

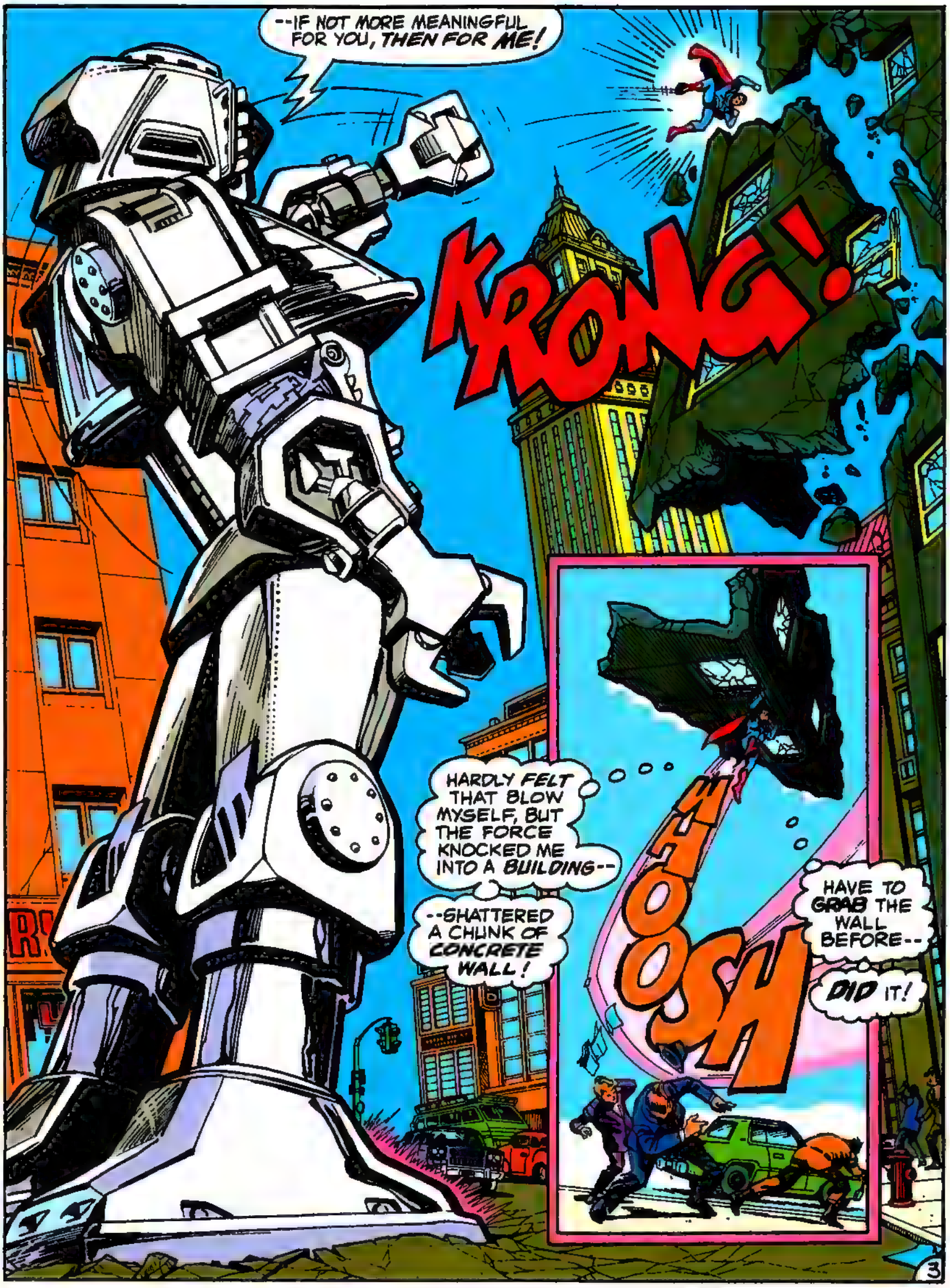
This was a fan's dream come true: in 1975, there had never been a two-company team-up tale. *Superman vs. The Amazing Spider-Man* was the first, and Ross, Dick, Roy and I made the most of our opportunity. We played with the characters, we played with the disparity between their powers and their styles of storytelling, we played with the readers' expectations, and we stretched ourselves to the limit. We wanted to tell a big story in big pictures, and that's what we did, and even now, 16 years later, the darn thing still holds up. Not only did we get there first, we did a great job, and we had a blast along the way.

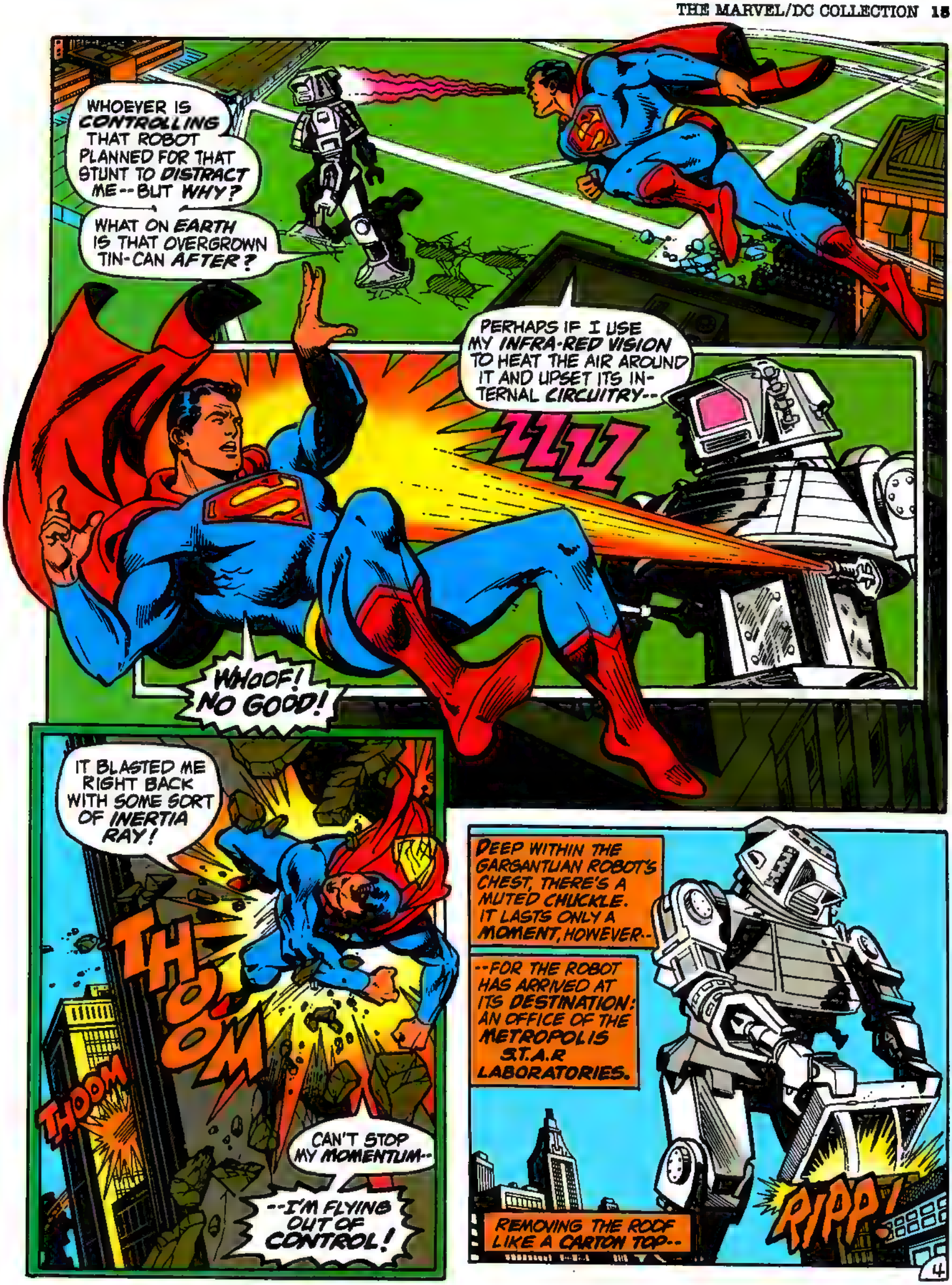
Purists may complain that we never explained how Superman and Spider-Man ended up in the same "universe"; to our minds, how they got there was beside the point. There they were, we said: so now what? Since the whole enterprise was a wish-fulfillment fantasy come true, how's and why's seemed not only irrelevant, but crass — like someone telling a toddler Santa Claus is just an old man with a beard picking up spare change during the holidays. Kinda takes the fun out of it, don't you think?

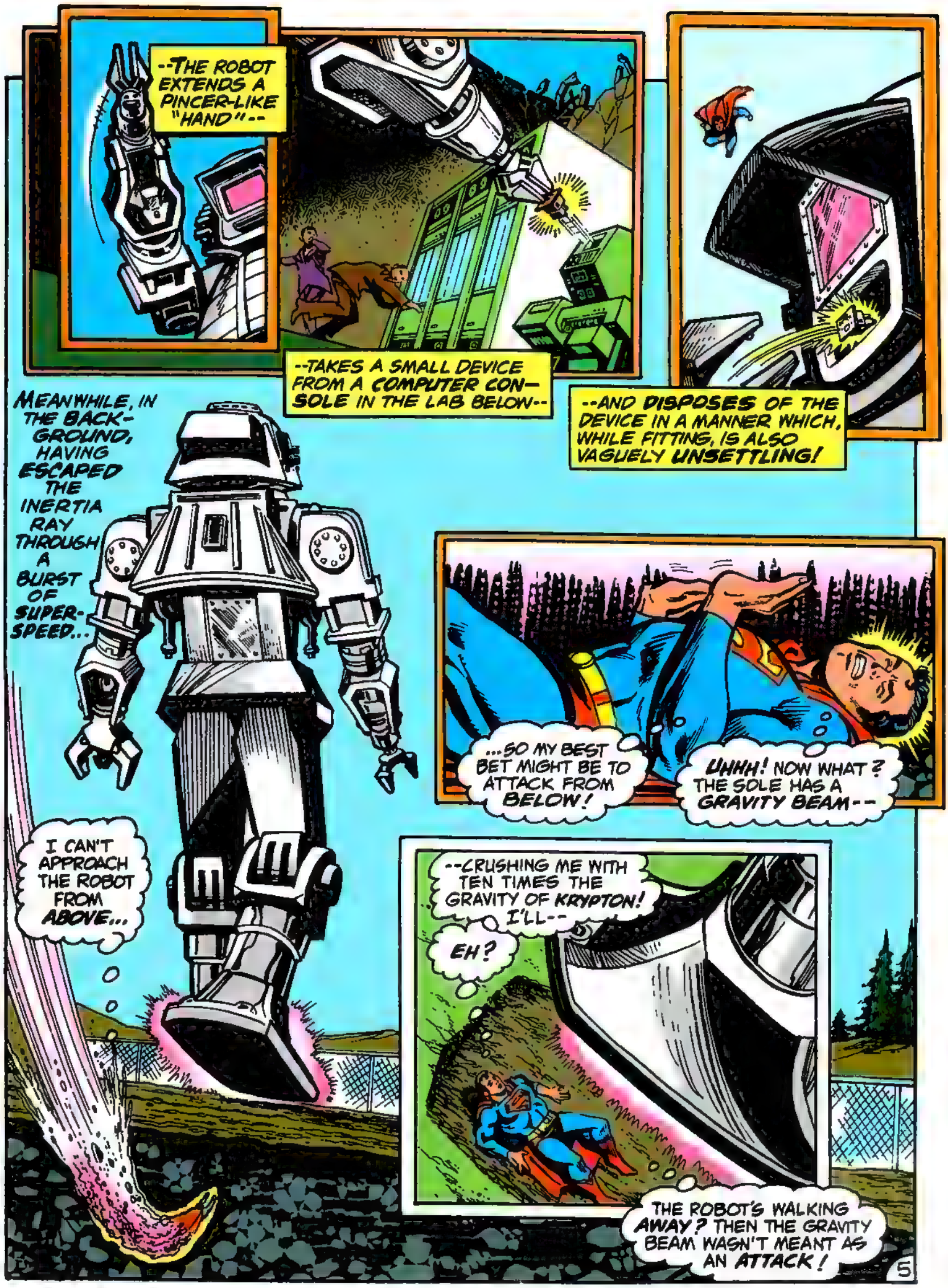
A lot's changed for me in the 16 years since this story came out — I've grown up, and so has the comics field, and we've pretty much parted company — but this remains one of the personal high points of my career as a comics scribe. I hope you have as much fun reading it as I had writing it.

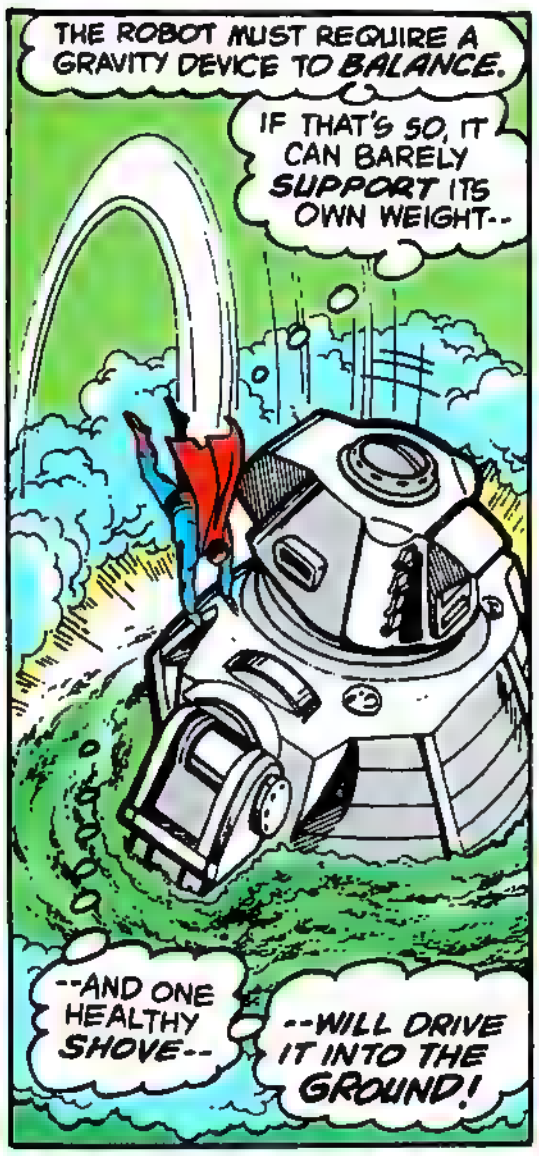
AT LAST!
THE GREATEST
TEAM-UP
OF ALL TIME:
SUPERMAN
AND
the AMAZING SPIDER-MAN
THIS IS IT!
"THE BATTLE OF THE CENTURY!"
EDITED BY:
CARMINE INFANTINO
AND
STAN LEE
WRITTEN BY:
GERRY CONWAY
DRAWN BY:
ROSS ANDRU
INKED BY:
DICK GIORDANO
LETTERED BY:
GASPAR SALADINO
COLORED BY:
JERRY SERPE
AND
RICK TAYLOR
PRODUCED BY:
SOL HARRISON
WITH AN ASSIST FROM:
JACK ADLER
CONSULTING EDITING BY:
ROY THOMAS
JULIUS SCHWARTZ
MARV WOLFMAN
E. NELSON BRIDWELL
C-154

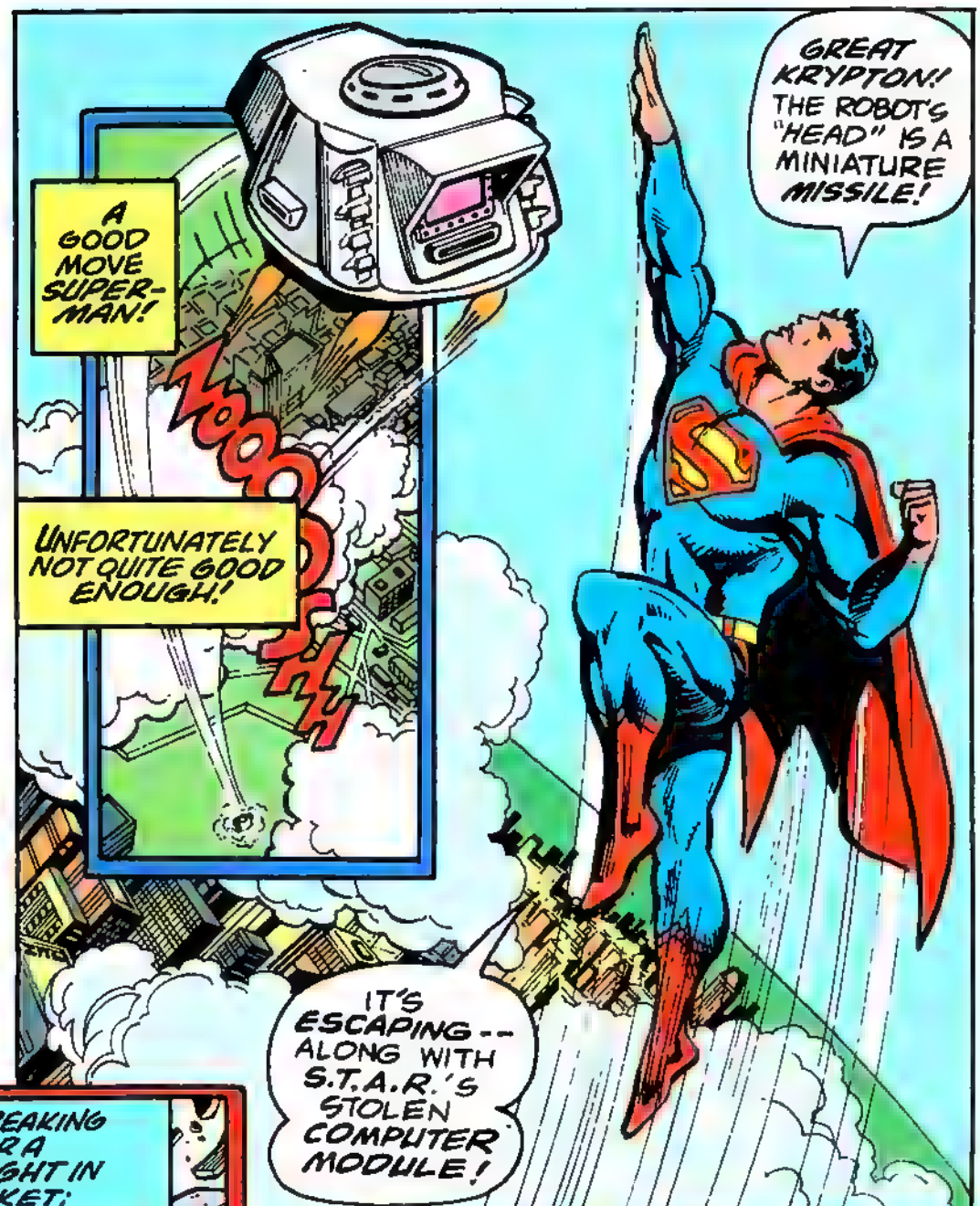

PROLOGUE 1:
ANOTHER EXCITING EPISODE IN THE EARTH-SHAKING * ADVENTURES OF--
SUPERMAN
WINTER IN METROPOLIS: FOR SOME OF THE CITY'S INHABITANTS, WINTER IS A TIME OF MIGRATION TO HAPPIER CLIMES, WHERE THE SUN BURNS A TRIFLE MORE BRIGHTLY, AND THE AIR IS LESS BITTER AND CHILL.
FOR SOME, YES... BUT NOT FOR THE CITY'S PREMIER CITIZEN, SUPERMAN!
IF IT ISN'T ONE THING, IT'S ANOTHER! THERE'S ALWAYS SOME NEW CRACKPOT WITH AN INVENTION TO DESTROY THE WORLD--
--AND THEY ALWAYS TEST IT OUT ON METROPOLIS!
THIS ONE EVEN HAS A LEAD SHIELD TO PROTECT ITSELF FROM MY X-RAY VISION!
I WONDER WHAT OTHER SURPRISES IT'S GOT UP ITS CHROME-PLATED SLEEVE--?
AH, SUPERMAN. I WAS HOPING YOU'D SHOW UP!
ONE LIKES TO SHARE ONE'S VICTORIES, EVEN WITH AN OLD ENEMY.
DESTROYING YOU WILL MAKE MY TRIUMPH TODAY FAR MORE MEANINGFUL--
*(AND IF YOU THINK THAT'S JUST HYPERBOLE, THEN, FELLA-- HANG ON!) --Carmine & Stan.
2


--IF NOT MORE MEANINGFUL FOR YOU, THEN FOR ME!
KRONG!
HARDLY FELT THAT BLOW MYSELF, BUT THE FORCE KNOCKED ME INTO A BUILDING--
--SHATTERED A CHUNK OF CONCRETE WALL!
WHOOSH
HAVE TO GRAB THE WALL BEFORE--
DID IT!
3


WHOEVER IS CONTROLLING THAT ROBOT PLANNED FOR THAT STUNT TO DISTRACT ME--BUT WHY?
WHAT ON EARTH IS THAT OVERGROWN TIN-CAN AFTER?
PERHAPS IF I USE MY INFRA-RED VISION TO HEAT THE AIR AROUND IT AND UPSET ITS INTERNAL CIRCUITRY--
WHOOF! NO GOOD!
IT BLASTED ME RIGHT BACK WITH SOME SORT OF INERTIA RAY!
THOOM
THOOM
CAN'T STOP MY MOMENTUM--
--I'M FLYING OUT OF CONTROL!
DEEP WITHIN THE GARGANTUAN ROBOT'S CHEST, THERE'S A MUTED CHUCKLE. IT LASTS ONLY A MOMENT, HOWEVER--
--FOR THE ROBOT HAS ARRIVED AT ITS DESTINATION: AN OFFICE OF THE METROPOLIS S.T.A.R LABORATORIES.
REMOVING THE ROOF LIKE A CARTON TOP--
RIPP!
4

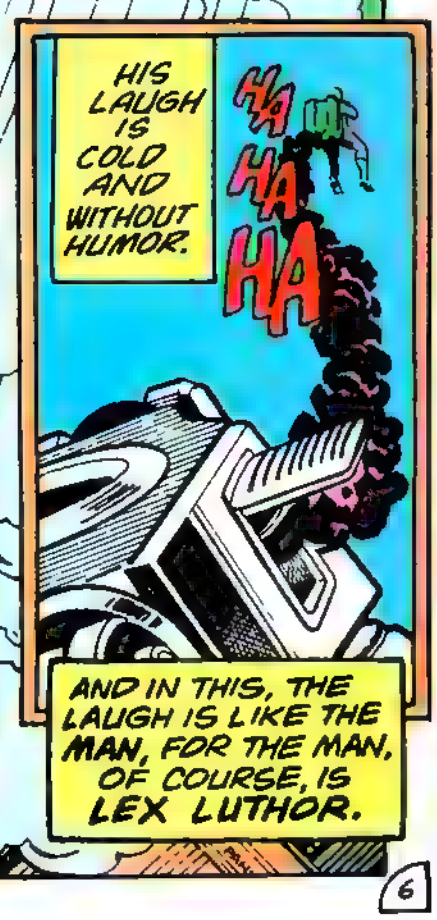

--THE ROBOT EXTENDS A PINCER-LIKE "HAND"--
--TAKES A SMALL DEVICE FROM A COMPUTER CONSOLE IN THE LAB BELOW--
--AND DISPOSES OF THE DEVICE IN A MANNER WHICH, WHILE FITTING, IS ALSO VAGUELY UNSETTLING!
MEANWHILE, IN THE BACKGROUND, HAVING ESCAPED THE INERTIA RAY THROUGH A BURST OF SUPER-SPEED...
...SO MY BEST BET MIGHT BE TO ATTACK FROM BELOW!
UHHH! NOW WHAT? THE SOLE HAS A GRAVITY BEAM--
I CAN'T APPROACH THE ROBOT FROM ABOVE...
--CRUSHING ME WITH TEN TIMES THE GRAVITY OF KRYPTON! I'LL--
EH?
THE ROBOT'S WALKING AWAY? THEN THE GRAVITY BEAM WASN'T MEANT AS AN ATTACK!
5

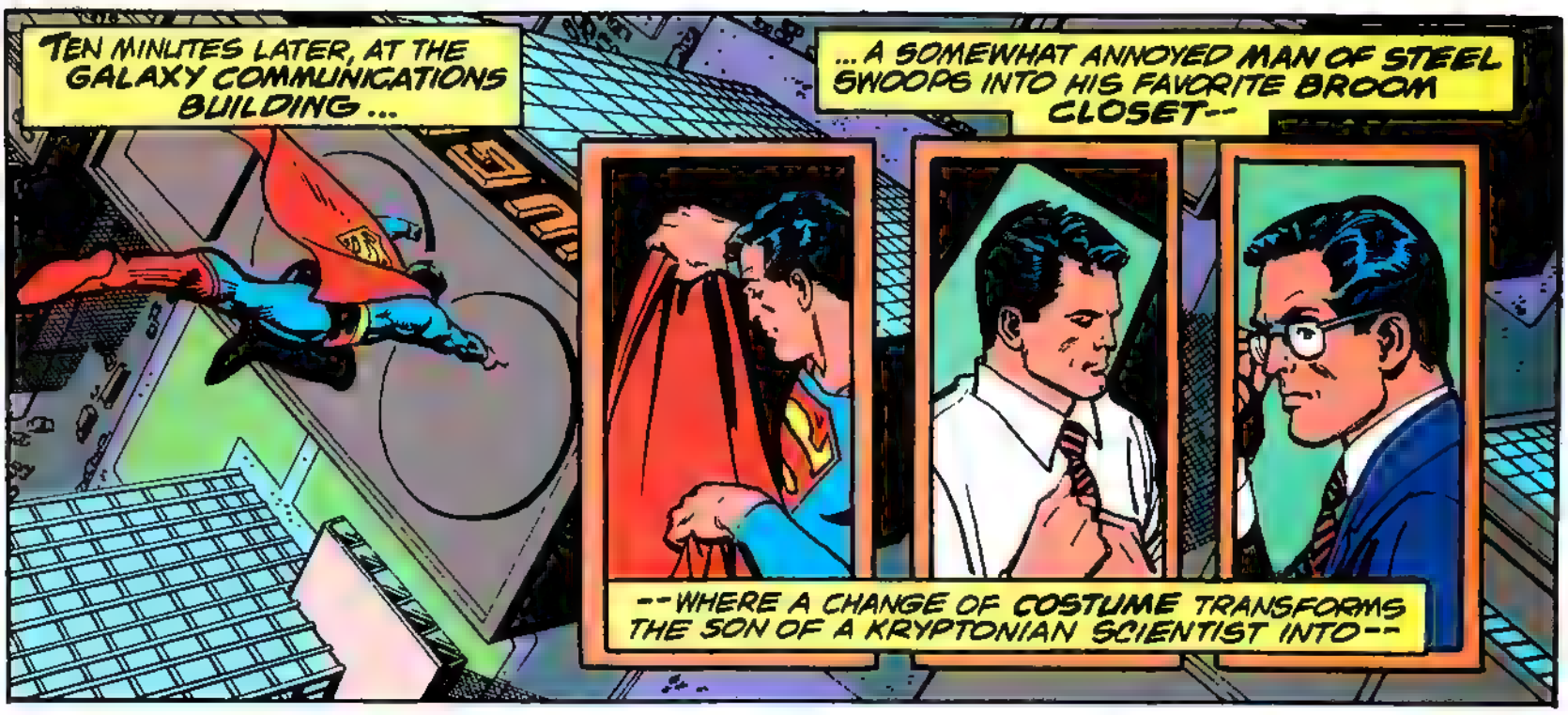

THE ROBOT MUST REQUIRE A GRAVITY DEVICE TO BALANCE.
IF THAT'S SO, IT CAN BARELY SUPPORT ITS OWN WEIGHT--
--AND ONE HEALTHY SHOVE--
--WILL DRIVE IT INTO THE GROUND!


A GOOD MOVE SUPER-MAN!
UNFORTUNATELY NOT QUITE GOOD ENOUGH!
GREAT KRYPTON! THE ROBOT'S "HEAD" IS A MINIATURE MISSILE!
IT'S ESCAPING -- ALONG WITH S.T.A.R.'S STOLEN COMPUTER MODULE!

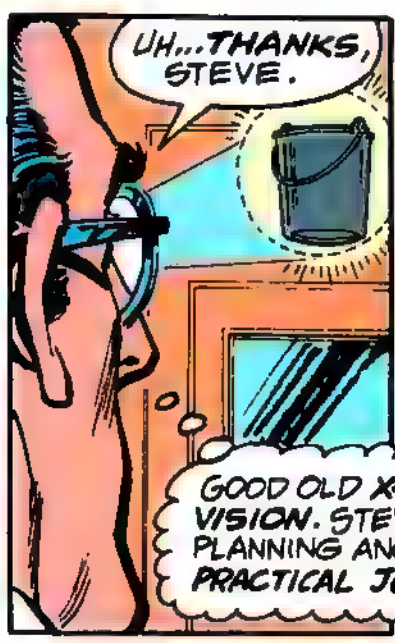
SUNLIGHT FLASHES ON A STREAKING RED-AND-BLUE FIGURE, AND FOR A MOMENT, THAT FIGURE IS CAUGHT IN THE LIGHT LIKE A RISING ROCKET; AND THEN...
KROOM!

AH, SUPERMAN, YOU DO DISAPPOINT ME!
EVEN A CHILD COULD HAVE SEEN THAT FLYING HEAD WAS A MERE DECOY!


HIS LAUGH IS COLD AND WITHOUT HUMOR.
HA HA HA
AND IN THIS, THE LAUGH IS LIKE THE MAN, FOR THE MAN, OF COURSE, IS LEX LUTHOR.


TEN MINUTES LATER, AT THE GALAXY COMMUNICATIONS BUILDING...
...A SOMEWHAT ANNOYED MAN OF STEEL SWOOPS INTO HIS FAVORITE BROOM CLOSET--
--WHERE A CHANGE OF COSTUME TRANSFORMS THE SON OF A KRYPTONIAN SCIENTIST INTO--

CLARK KENT! JUST THE PATSY--I MEAN, MAN WE'VE BEEN LOOKING FOR. RIGHT, LOIS?
COUNT ME OUT OF THIS, STEVE.
THE GANG'S WAITING FOR YOU, CLARKIE... IN THERE.

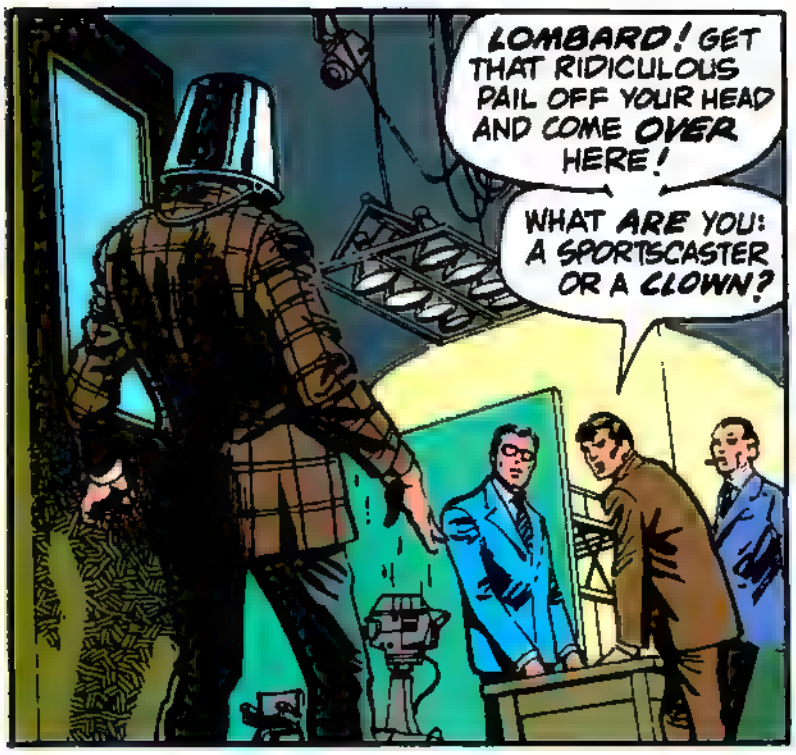

UH...THANKS, STEVE.
GOOD OLD X-RAY VISION. STEVE'S PLANNING ANOTHER PRACTICAL JOKE!

BUT THIS ONE IS GOING TO BACKFIRE, THANKS TO A TOUCH OF MY SUPER BREATH!

TELL ME AGAIN, MR. LOMBARD. TELL ME HOW YOU'RE GOING TO DRENCH POOR CLARK WITH THE PAIL-ON-THE-DOOR GAG.
HUH? ONE'A THE GUYS MUST HAVE GONE SOFT-HEARTED AND MOVED THE WATER!
WAIT'LL I GET MY HANDS ON--

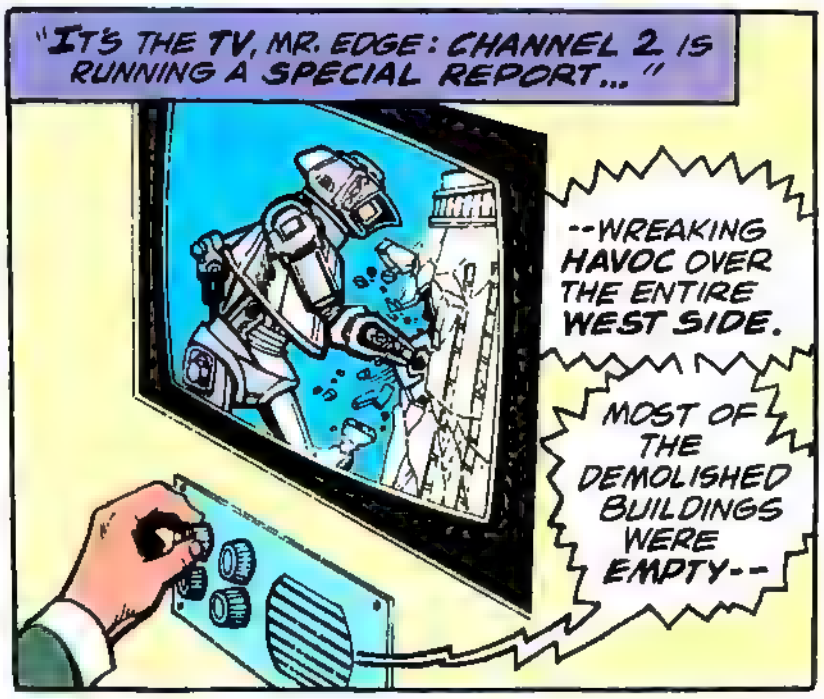
URP!

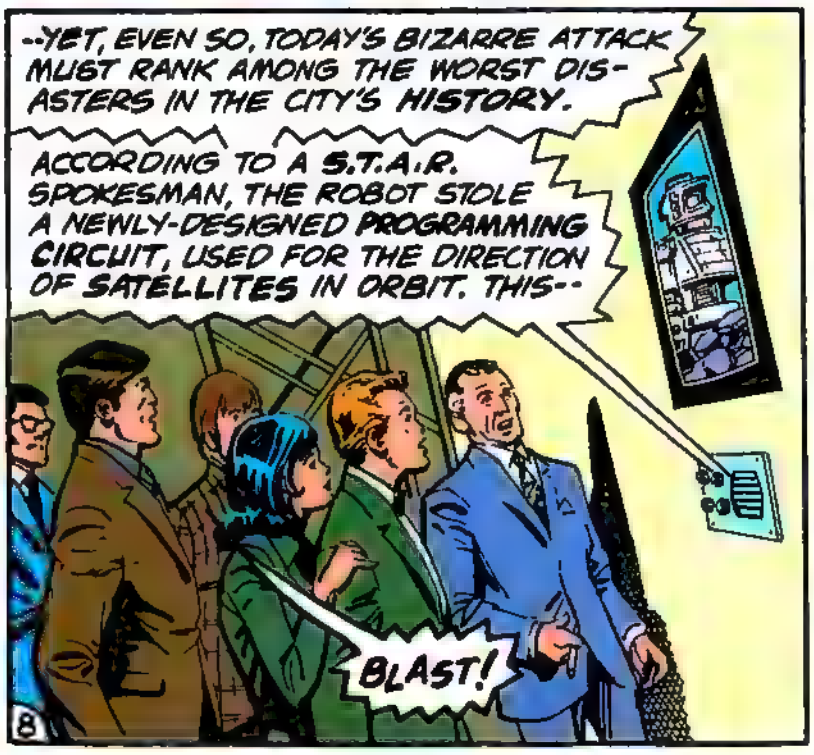
SPLASH


LOMBARD! GET THAT RIDICULOUS PAIL OFF YOUR HEAD AND COME OVER HERE!
WHAT ARE YOU: A SPORTSCASTER OR A CLOWN?

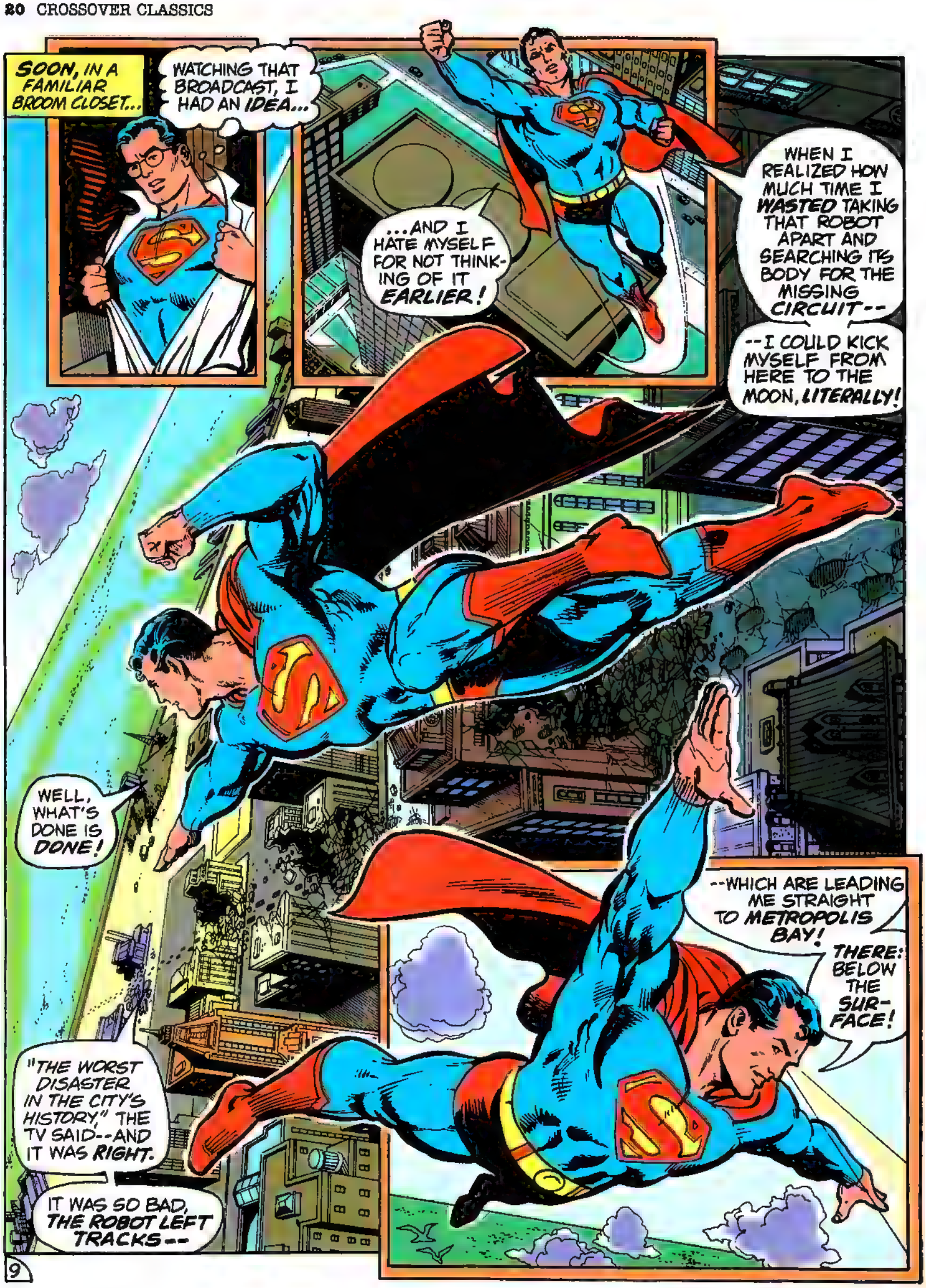
MR. EDGE... UH... IT WAS JUST A JOKE, SIR... I MEAN...
I'VE HAD ENOUGH OF YOUR PRANKS, LOMBARD.
THIS IS A NEWSROOM, NOT A PLAY-PEN!
YES, SIR, MR. EDGE.

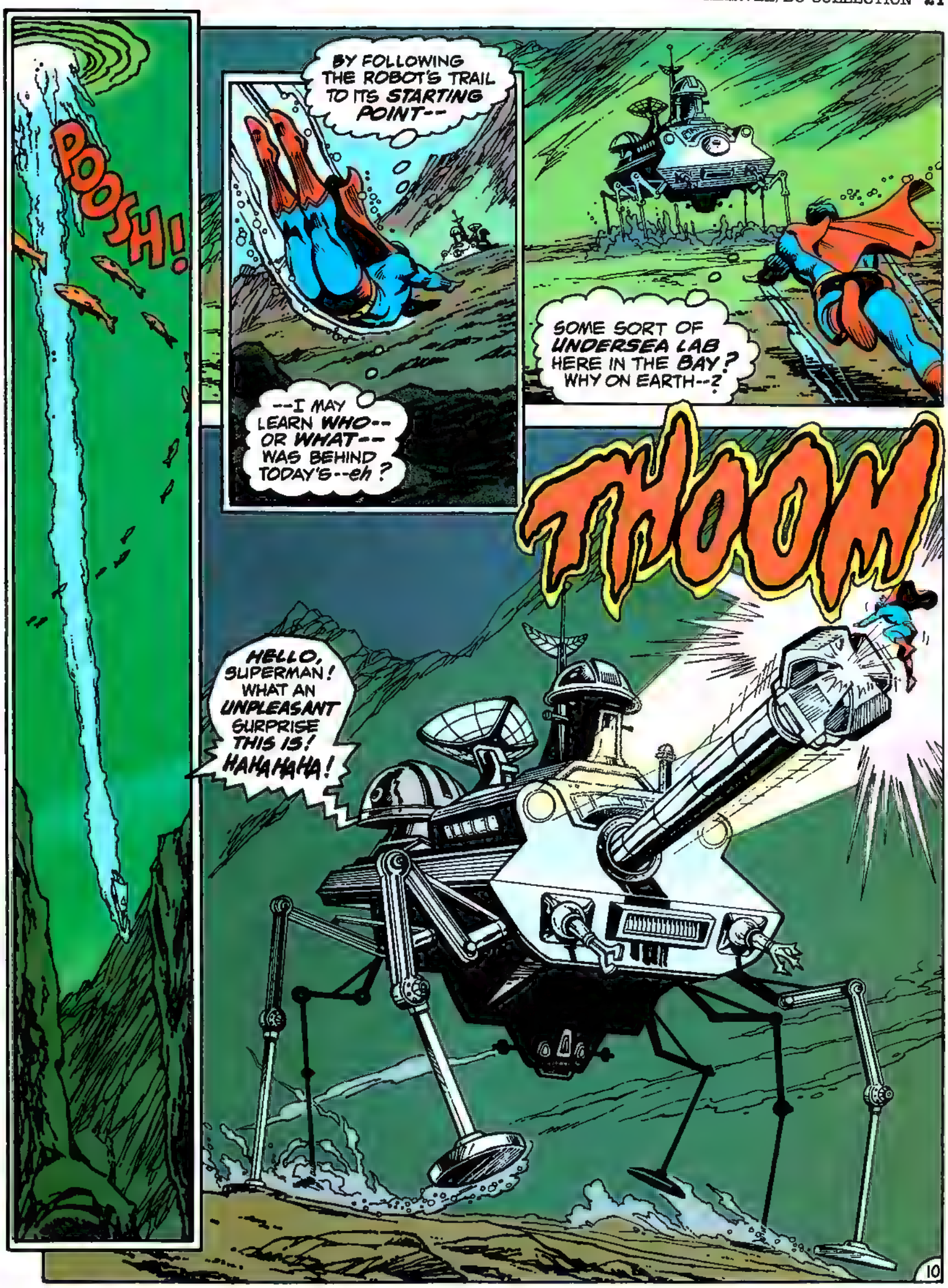
RIGHT. AS YOU KNOW, WE LEAVE THIS EVENING FOR THE WORLD NEWS CONFERENCE IN NEW YORK. NOW, I'VE BEEN WORKING ON A BIG DEAL WHICH I HOPE TO FINALIZE AT--
MR. EDGE!
WHAT, OLSEN?

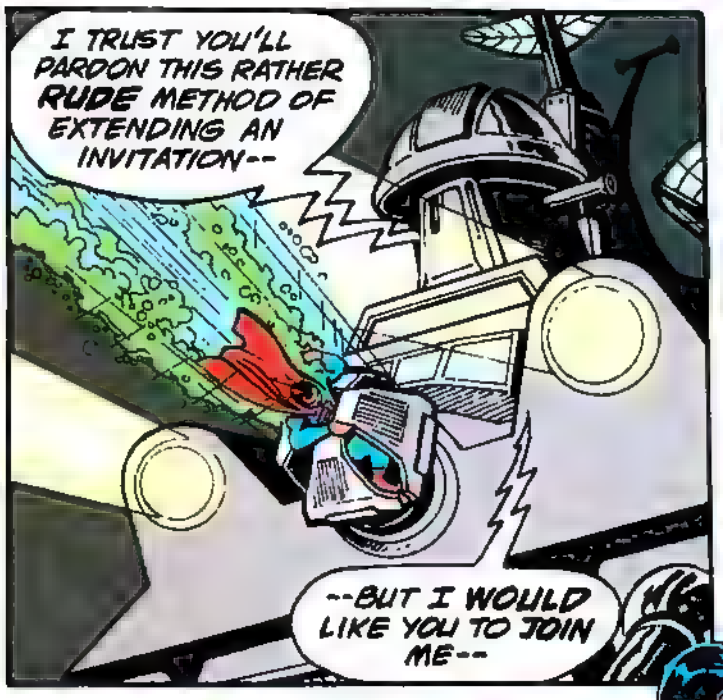

"IT'S THE TV, MR. EDGE: CHANNEL 2 IS RUNNING A SPECIAL REPORT..."
--WREAKING HAVOC OVER THE ENTIRE WEST SIDE.
MOST OF THE DEMOLISHED BUILDINGS WERE EMPTY--

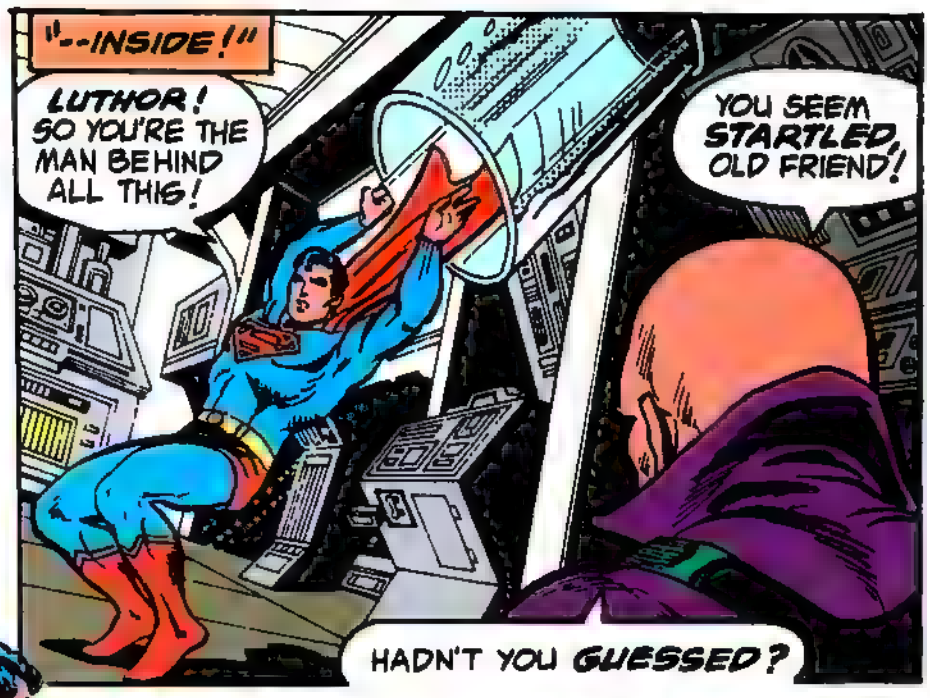

--YET, EVEN SO, TODAY'S BIZARRE ATTACK MUST RANK AMONG THE WORST DISASTERS IN THE CITY'S HISTORY.
ACCORDING TO A S.T.A.R. SPOKESMAN, THE ROBOT STOLE A NEWLY-DESIGNED PROGRAMMING CIRCUIT, USED FOR THE DIRECTION OF SATELLITES IN ORBIT. THIS--
BLAST!

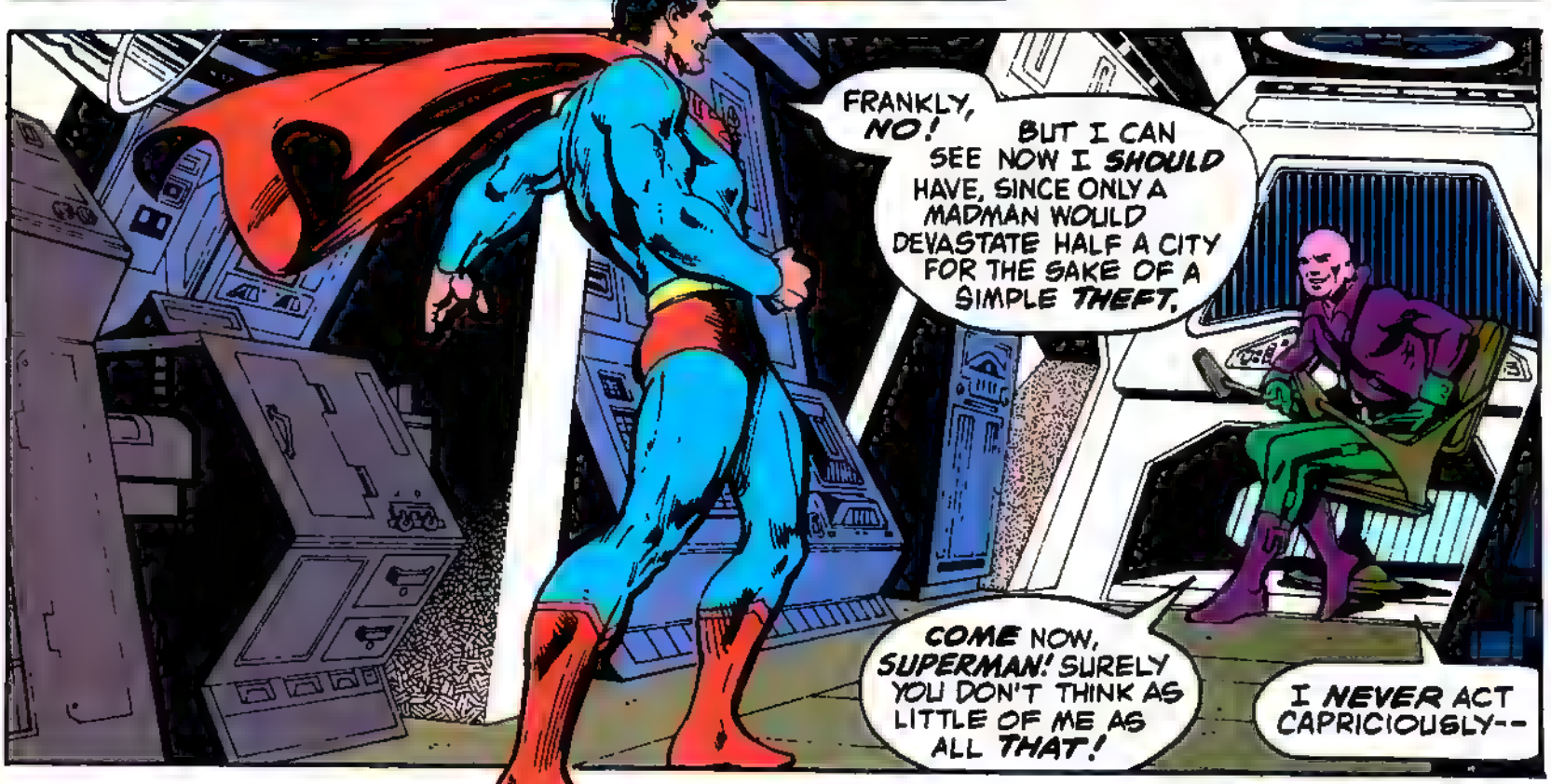
WHY WEREN'T YOU COVERING THAT STORY, KENT? WOULD WALTER CRONKITE LET A STORY LIKE THAT SLIP THROUGH HIS FINGERS?
NO! AND IF YOU KNOW WHAT'S GOOD FOR YOU, KENT--
--IN THE FUTURE, NEITHER WILL YOU!
I'VE BEEN A FOOL... A REGULAR DODO...!

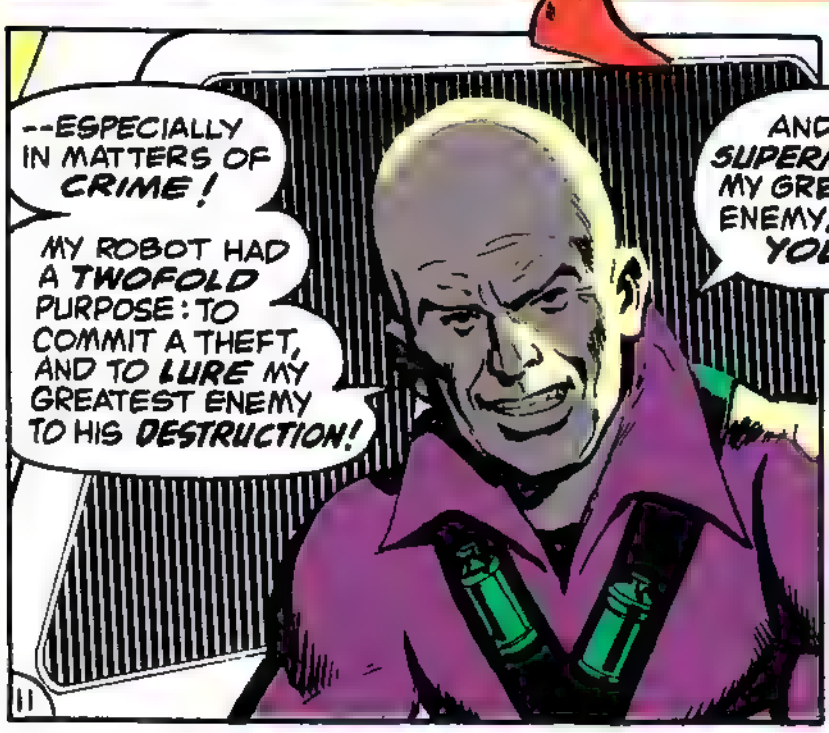

SOON, IN A FAMILIAR BROOM CLOSET...
WATCHING THAT BROADCAST, I HAD AN IDEA...
...AND I HATE MYSELF FOR NOT THINKING OF IT EARLIER!
WHEN I REALIZED HOW MUCH TIME I WASTED TAKING THAT ROBOT APART AND SEARCHING ITS BODY FOR THE MISSING CIRCUIT--
--I COULD KICK MYSELF FROM HERE TO THE MOON, LITERALLY!
WELL, WHAT'S DONE IS DONE!
"THE WORST DISASTER IN THE CITY'S HISTORY," THE TV SAID--AND IT WAS RIGHT.
IT WAS SO BAD, THE ROBOT LEFT TRACKS--
--WHICH ARE LEADING ME STRAIGHT TO METROPOLIS BAY!
THERE: BELOW THE SURFACE!
9


POOSH!
BY FOLLOWING THE ROBOT'S TRAIL TO ITS STARTING POINT--
--I MAY LEARN WHO-- OR WHAT-- WAS BEHIND TODAY'S--eh?
SOME SORT OF UNDERSEA LAB HERE IN THE BAY? WHY ON EARTH--?
THOOM
HELLO, SUPERMAN! WHAT AN UNPLEASANT SURPRISE THIS IS! HAHAHAHA!
10


I TRUST YOU'LL PARDON THIS RATHER RUDE METHOD OF EXTENDING AN INVITATION--
--BUT I WOULD LIKE YOU TO JOIN ME--

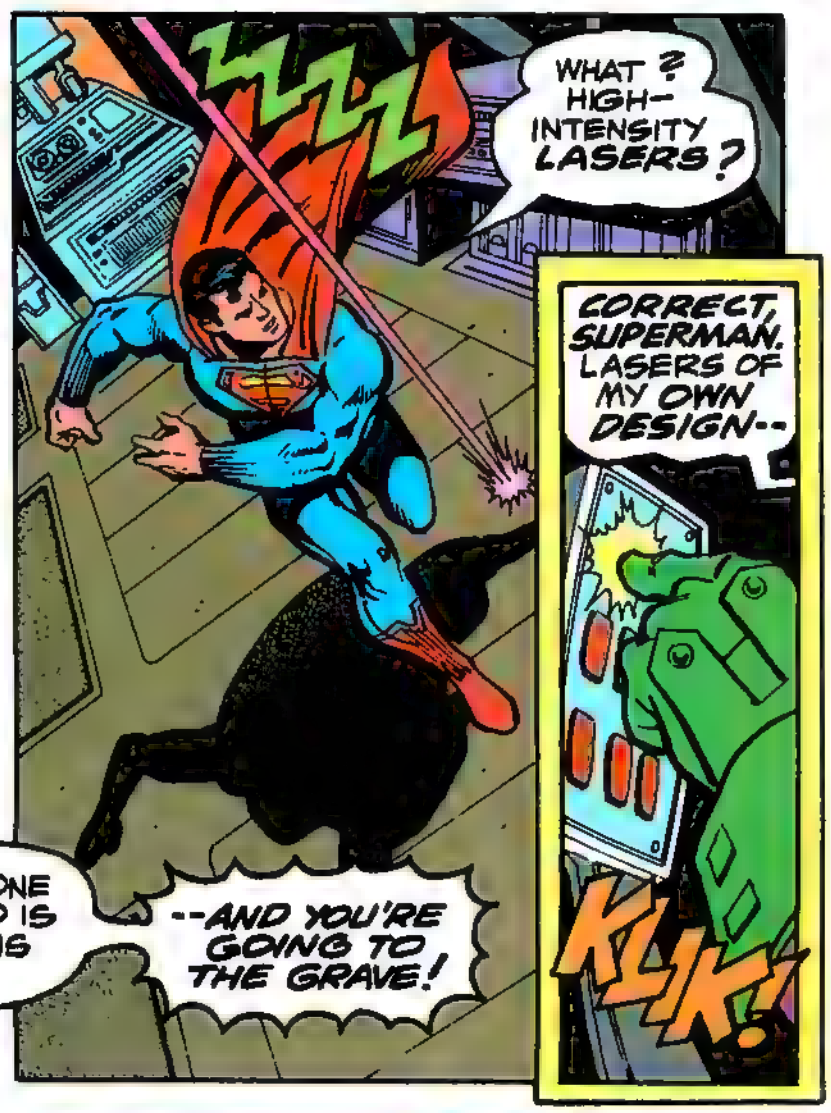

"--INSIDE!"
LUTHOR! SO YOU'RE THE MAN BEHIND ALL THIS!
YOU SEEM STARTLED, OLD FRIEND!
HADN'T YOU GUESSED?

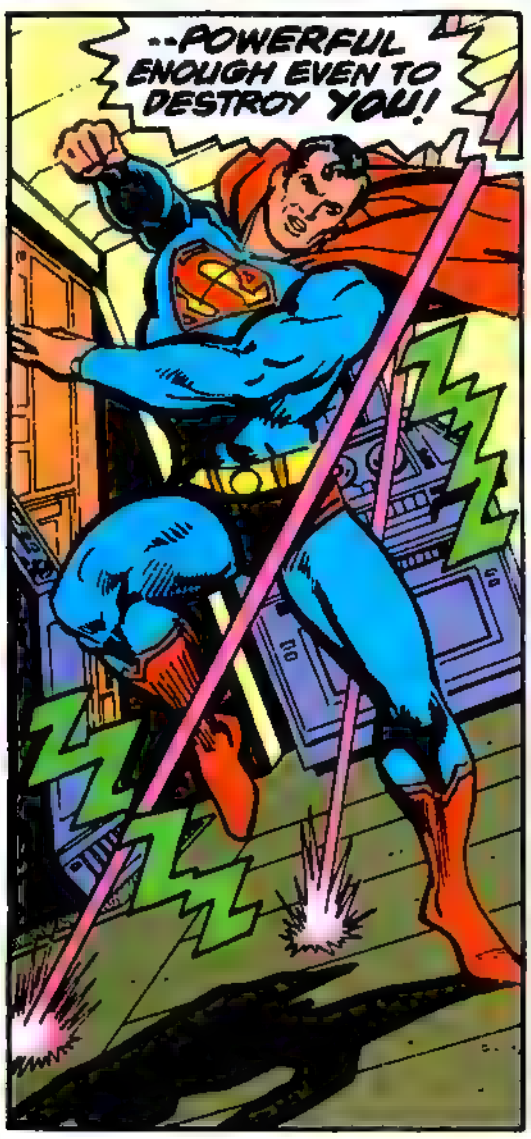

FRANKLY, NO! BUT I CAN SEE NOW I SHOULD HAVE, SINCE ONLY A MADMAN WOULD DEVASTATE HALF A CITY FOR THE SAKE OF A SIMPLE THEFT.
COME NOW, SUPERMAN! SURELY YOU DON'T THINK AS LITTLE OF ME AS ALL THAT!
I NEVER ACT CAPRICIOUSLY--

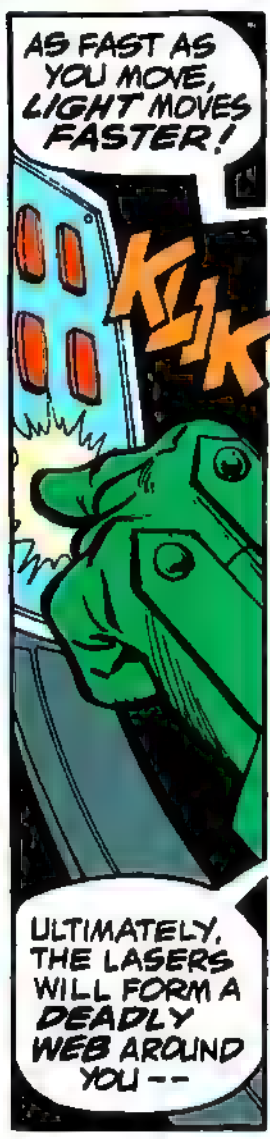

--ESPECIALLY IN MATTERS OF CRIME!
MY ROBOT HAD A TWOFOLD PURPOSE: TO COMMIT A THEFT, AND TO LURE MY GREATEST ENEMY TO HIS DESTRUCTION!
AND, SUPERMAN... MY GREATEST ENEMY... IS YOU!

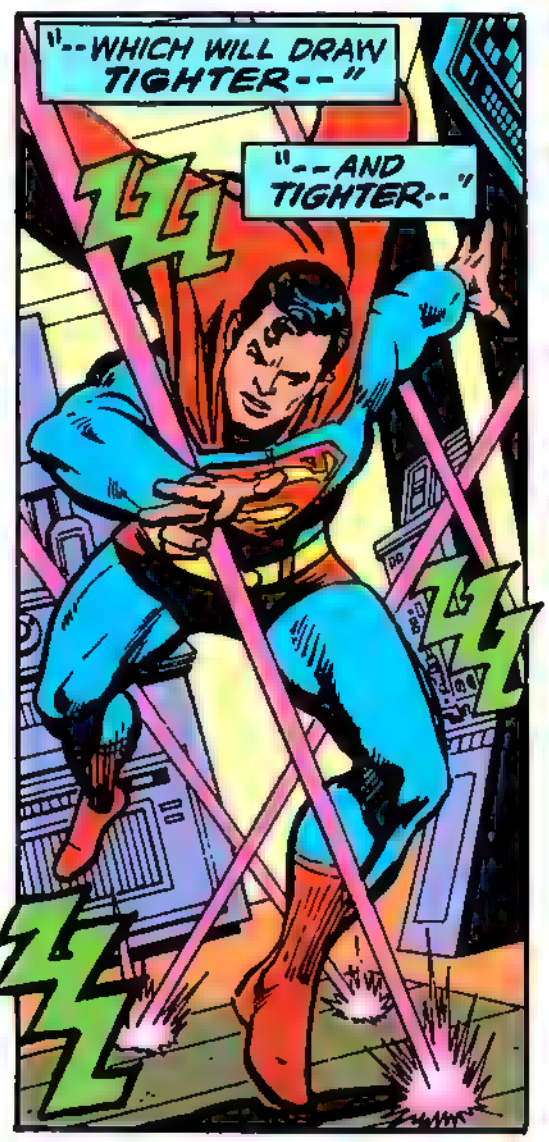
WE WERE FRIENDS ONCE, LUTHOR...LONG AGO.
FOR A TIME, I HOPED WE COULD BE FRIENDS AGAIN--
PERHAPS WE WILL BE, SOMEDAY--

--BUT IN THE MEANTIME, WE ARE ENEMIES, BECAUSE YOU CHOSE LAWLESSNESS, AND I CHOSE LAW!
YOU'RE GOING BACK TO PRISON, LUTHOR--
--AND YOU'RE GOING NOW!
KLIK!
I THINK NOT, "OLD FRIEND".
THE ONLY ONE OF US WHO IS LEAVING IS YOU--

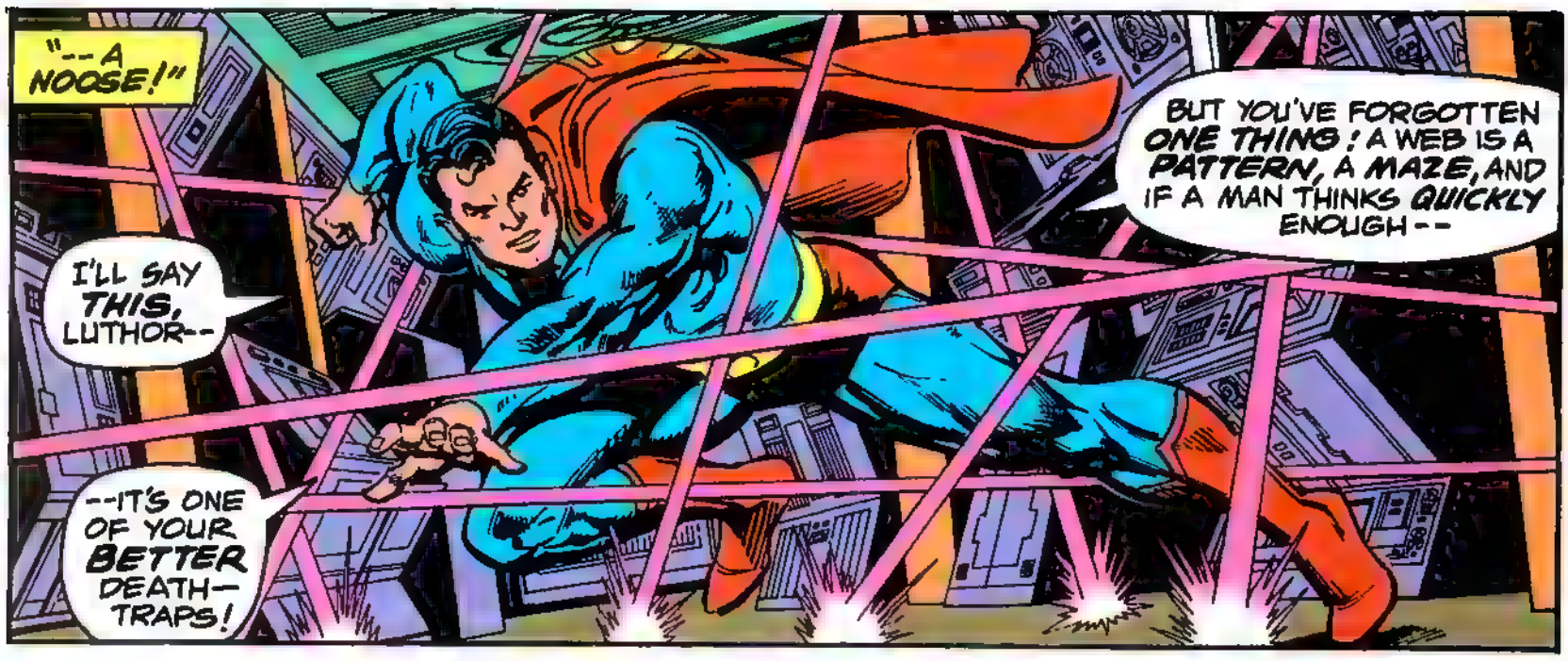

WHAT? HIGH-INTENSITY LASERS?
CORRECT, SUPERMAN. LASERS OF MY OWN DESIGN--
KLIK!
--AND YOU'RE GOING TO THE GRAVE!

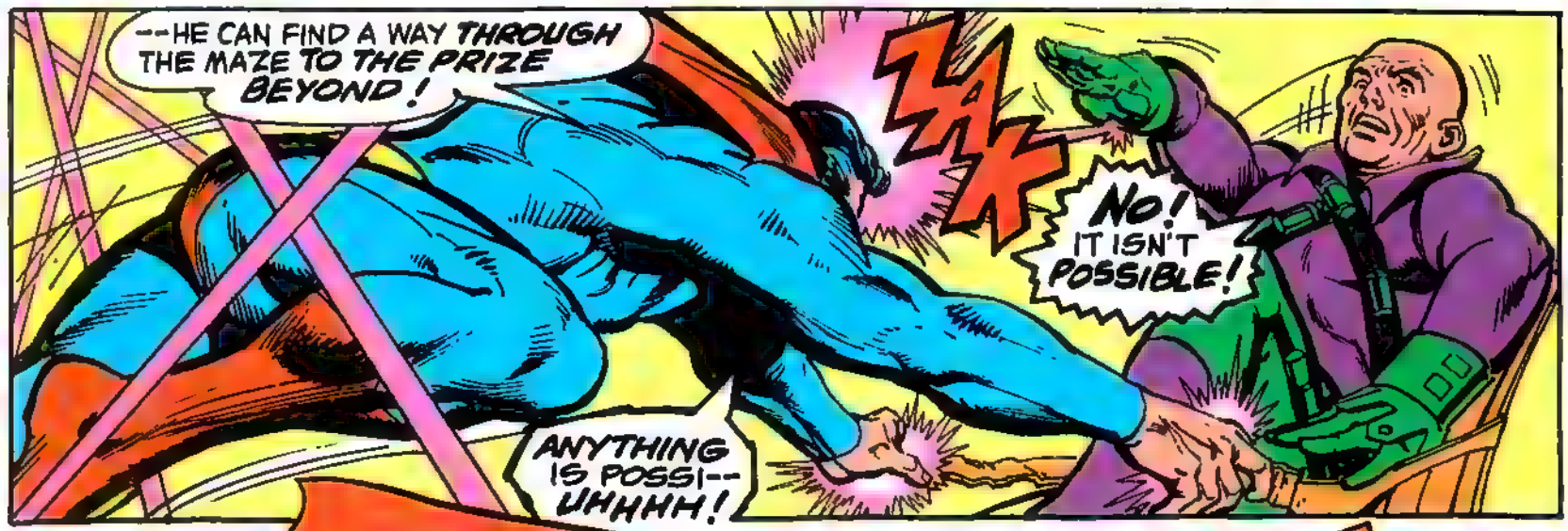

--POWERFUL ENOUGH EVEN TO DESTROY YOU!

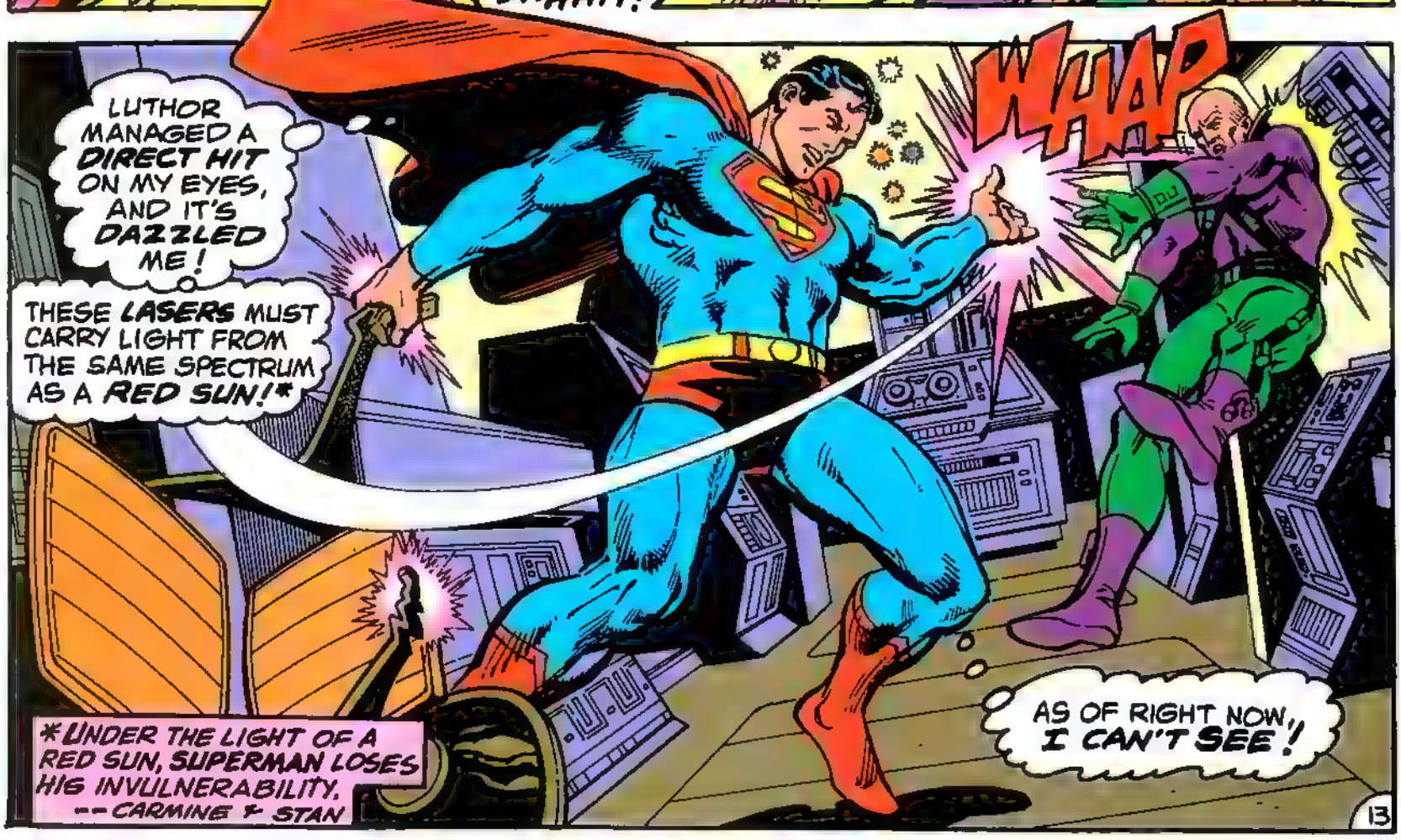

AS FAST AS YOU MOVE, LIGHT MOVES FASTER!
KLIK
ULTIMATELY, THE LASERS WILL FORM A DEADLY WEB AROUND YOU--

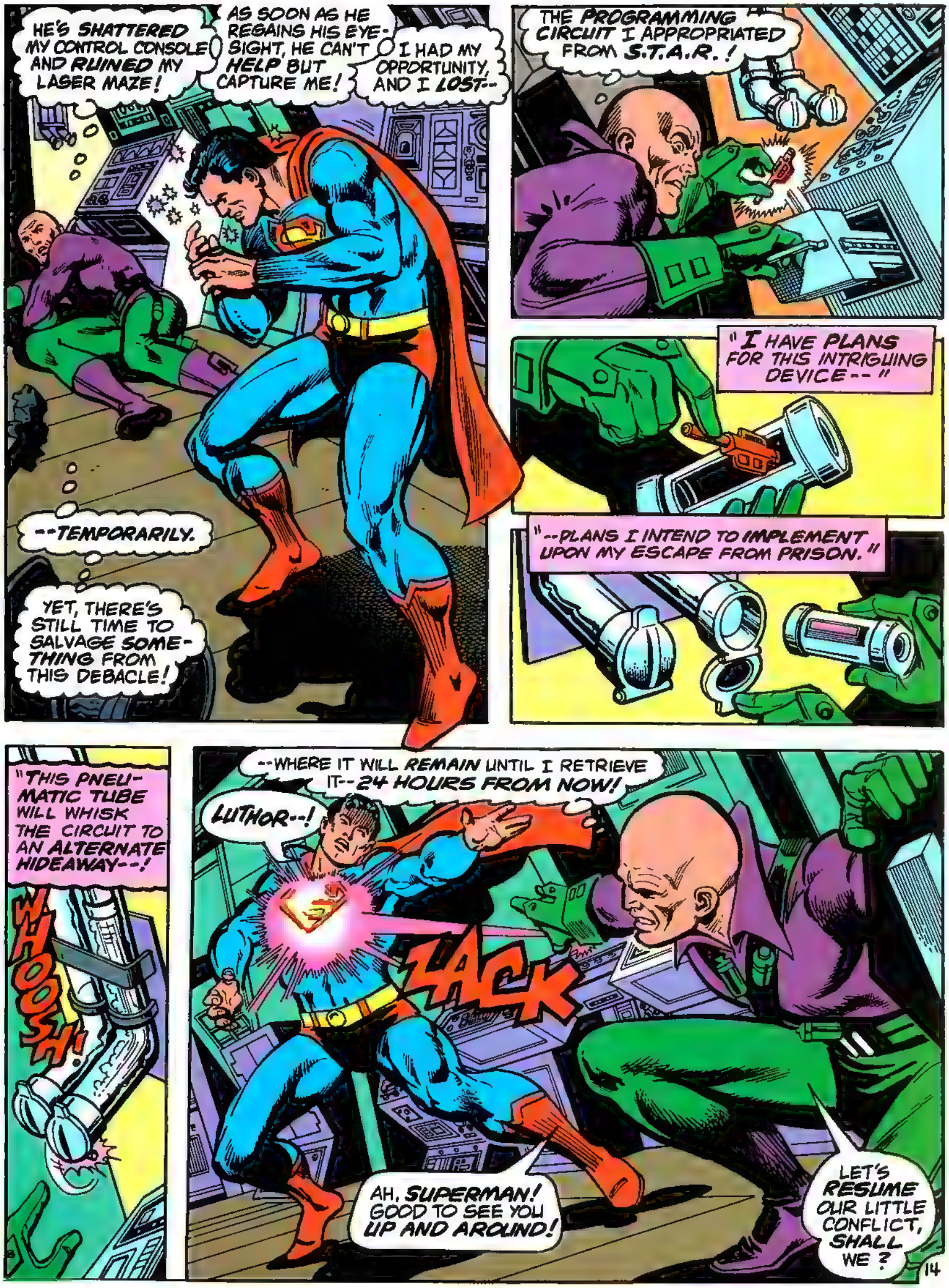

"--WHICH WILL DRAW TIGHTER--"
"--AND TIGHTER--"

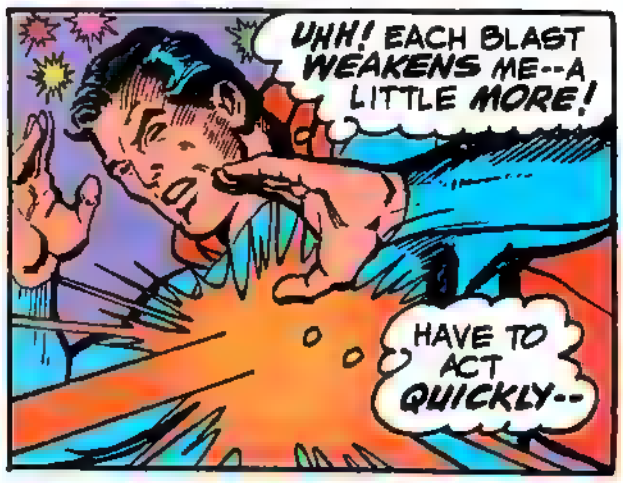
"--BECOMING AT LAST--"
KLIK
12

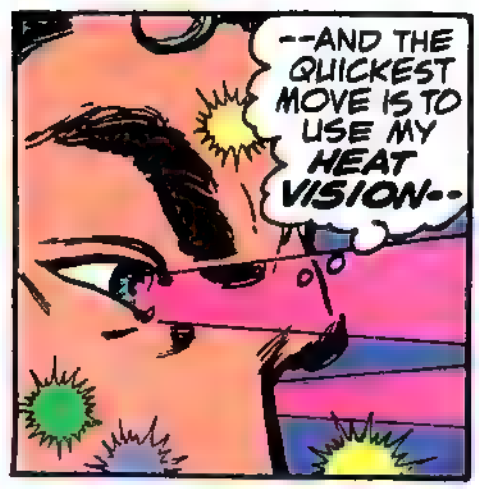

"--A NOOSE!"
BUT YOU'VE FORGOTTEN ONE THING! A WEB IS A PATTERN, A MAZE, AND IF A MAN THINKS QUICKLY ENOUGH--
I'LL SAY THIS, LUTHOR--
--IT'S ONE OF YOUR BETTER DEATH-TRAPS!

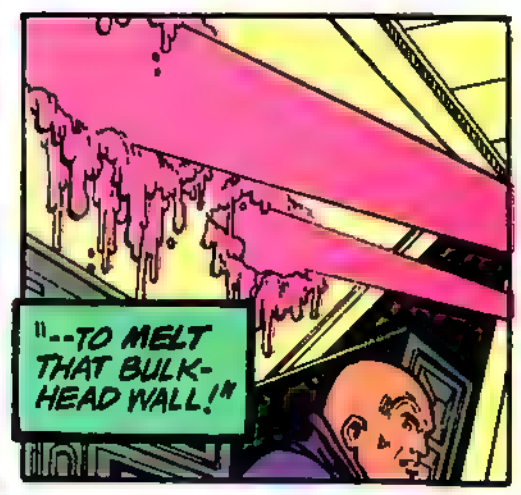

--HE CAN FIND A WAY THROUGH THE MAZE TO THE PRIZE BEYOND!
ZAK
NO! IT ISN'T POSSIBLE!
ANYTHING IS POSSI-- UHHHH!


WHAP
LUTHOR MANAGED A DIRECT HIT ON MY EYES, AND IT'S DAZZLED ME!
THESE LASERS MUST CARRY LIGHT FROM THE SAME SPECTRUM AS A RED SUN!*
AS OF RIGHT NOW, I CAN'T SEE!
*UNDER THE LIGHT OF A RED SUN, SUPERMAN LOSES HIS INVULNERABILITY.
--CARMINE & STAN
13

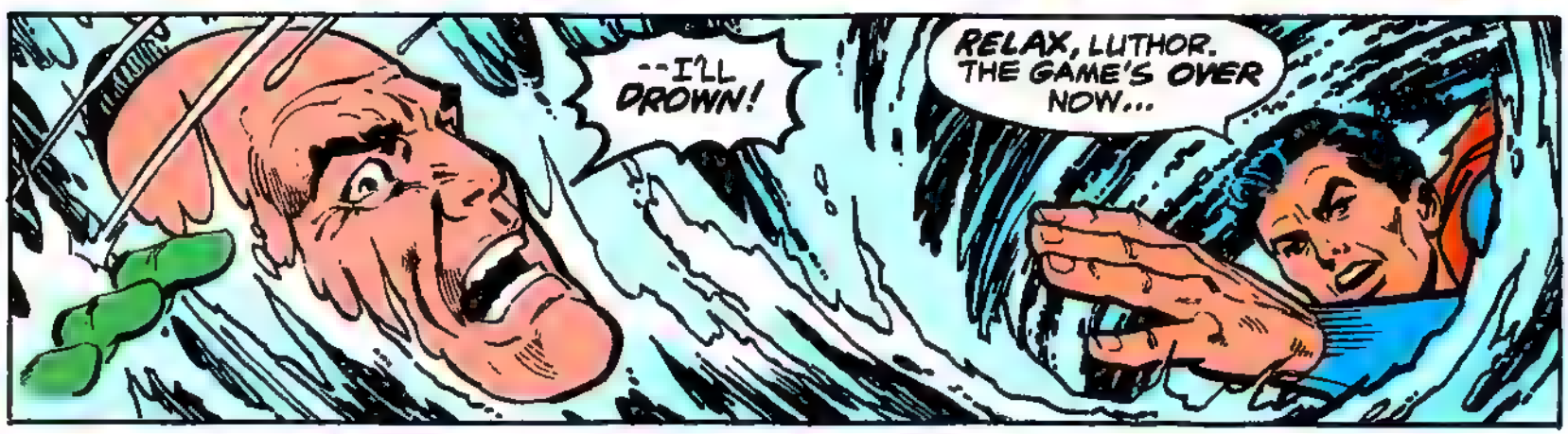

HE'S SHATTERED MY CONTROL CONSOLE AND RUINED MY LASER MAZE!
AS SOON AS HE REGAINS HIS EYE-SIGHT, HE CAN'T HELP BUT CAPTURE ME!
I HAD MY OPPORTUNITY, AND I LOST--
--TEMPORARILY.
YET, THERE'S STILL TIME TO SALVAGE SOMETHING FROM THIS DEBACLE!
THE PROGRAMMING CIRCUIT I APPROPRIATED FROM S.T.A.R.!
"I HAVE PLANS FOR THIS INTRIGUING DEVICE--"
"--PLANS I INTEND TO IMPLEMENT UPON MY ESCAPE FROM PRISON."
"THIS PNEUMATIC TUBE WILL WHISK THE CIRCUIT TO AN ALTERNATE HIDEAWAY--!
WHOOSH!
--WHERE IT WILL REMAIN UNTIL I RETRIEVE IT--24 HOURS FROM NOW!
LUTHOR--!
ZACK
AH, SUPERMAN! GOOD TO SEE YOU UP AND AROUND!
LET'S RESUME OUR LITTLE CONFLICT, SHALL WE?
14


UHH! EACH BLAST WEAKENS ME--A LITTLE MORE!
HAVE TO ACT QUICKLY--

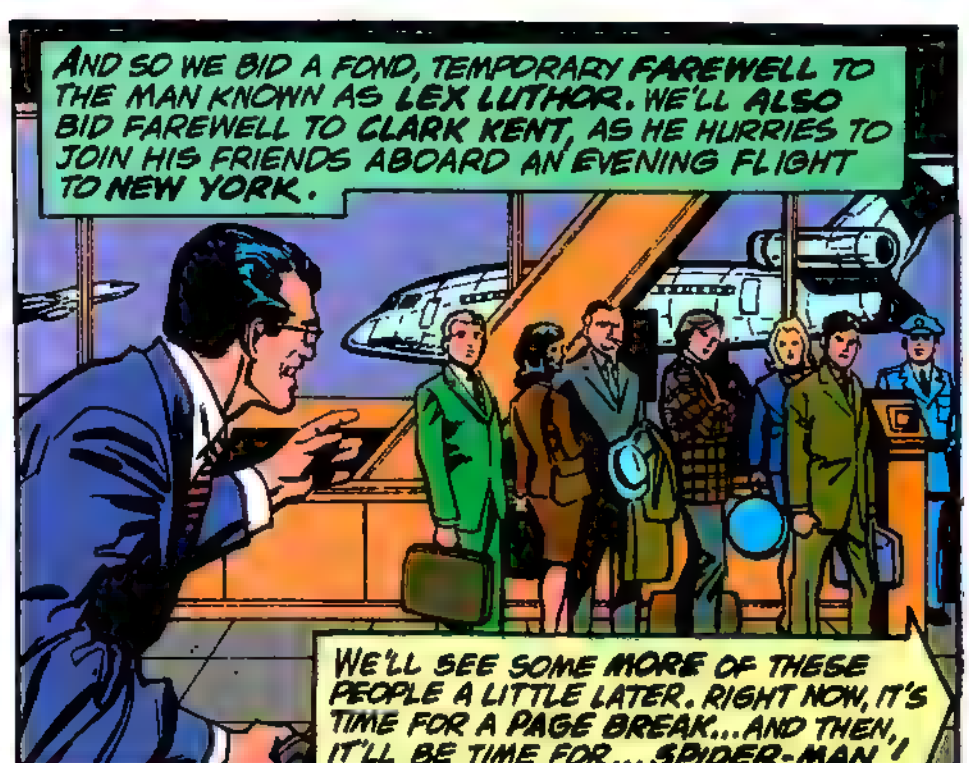

--AND THE QUICKEST MOVE IS TO USE MY HEAT VISION--

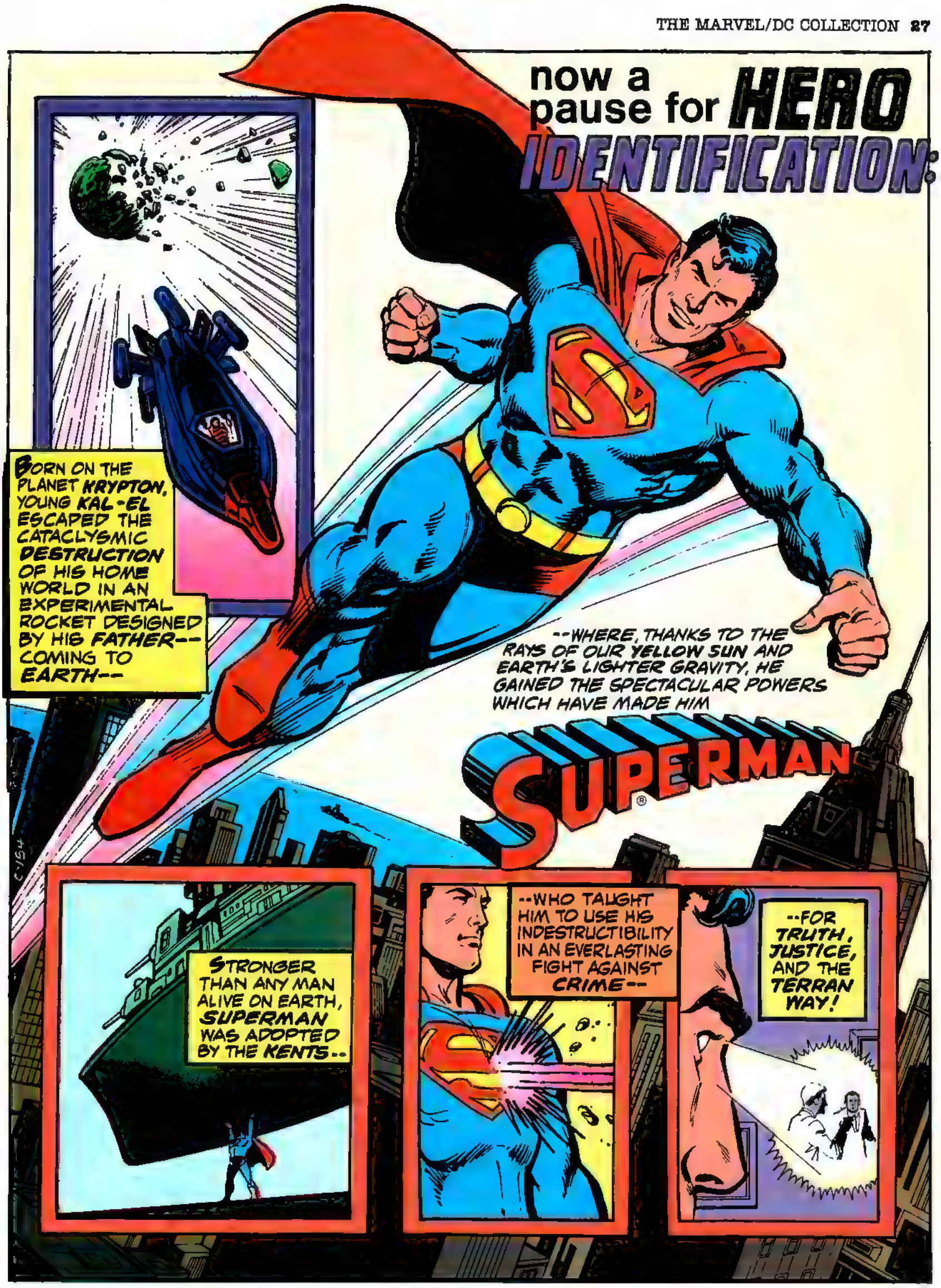

"--TO MELT THAT BULK-HEAD WALL!"

WHAT IN THE NAME OF SANITY?
YOU BURNED DOWN THE WALL--
SPLASH


--I'LL DROWN!
RELAX, LUTHOR. THE GAME'S OVER NOW...

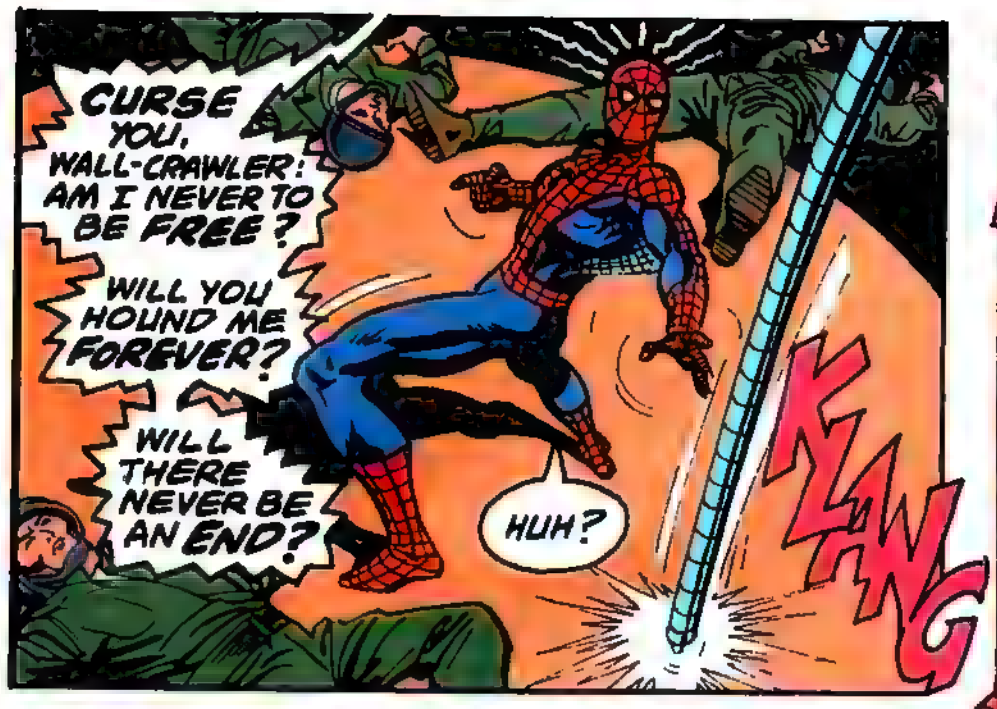
...AND IT'S TIME YOU PAID THE PIPER!
FORGET THE PIPER.
JUST TAKE ME TO JAIL!


AND SO WE BID A FOND, TEMPORARY FAREWELL TO THE MAN KNOWN AS LEX LUTHOR. WE'LL ALSO BID FAREWELL TO CLARK KENT, AS HE HURRIES TO JOIN HIS FRIENDS ABOARD AN EVENING FLIGHT TO NEW YORK.
WE'LL SEE SOME MORE OF THESE PEOPLE A LITTLE LATER. RIGHT NOW, IT'S TIME FOR A PAGE BREAK...AND THEN, IT'LL BE TIME FOR...SPIDER-MAN!


now a pause for HERO IDENTIFICATION:
BORN ON THE PLANET KRYPTON, YOUNG KAL-EL ESCAPED THE CATACLYSMIC DESTRUCTION OF HIS HOME WORLD IN AN EXPERIMENTAL ROCKET DESIGNED BY HIS FATHER-- COMING TO EARTH--
--WHERE, THANKS TO THE RAYS OF OUR YELLOW SUN AND EARTH'S LIGHTER GRAVITY, HE GAINED THE SPECTACULAR POWERS WHICH HAVE MADE HIM
SUPERMAN®
STRONGER THAN ANY MAN ALIVE ON EARTH, SUPERMAN WAS ADOPTED BY THE KENTS--
--WHO TAUGHT HIM TO USE HIS INDESTRUCTIBILITY IN AN EVERLASTING FIGHT AGAINST CRIME--
--FOR TRUTH, JUSTICE, AND THE TERRAN WAY!

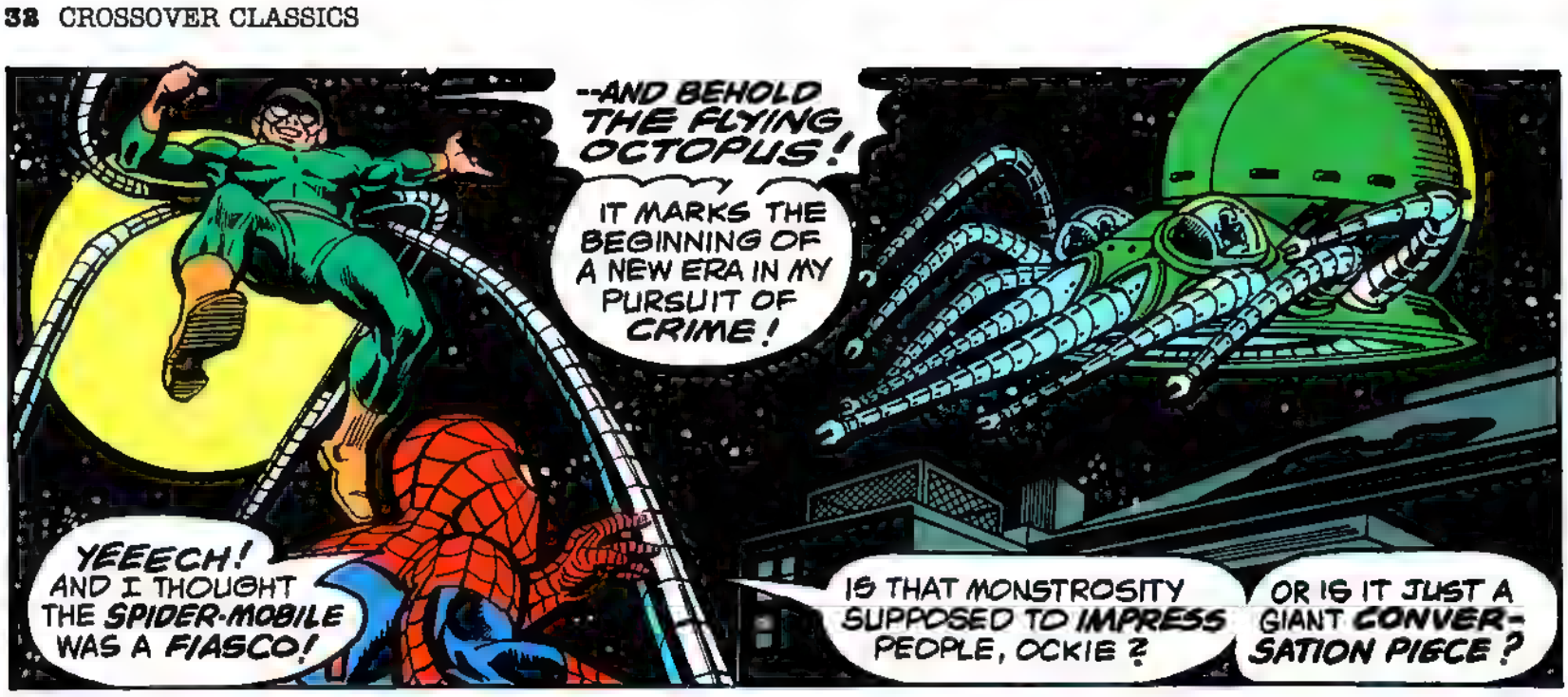
PROLOGUE 2:
WINTER IN MANHATTAN: LIKE METROPOLIS, MANHATTAN HAS HAD A RELATIVELY SNOWLESS WINTER, AND LIKE METROPOLIS, MANHATTAN'S WINTER HAS BEEN COLD AND BITTER.
AND TONIGHT, WHILE THE MAN OF STEEL ENDS HIS BATTLE WITH A MASTER CRIMINAL AT THE BOTTOM OF METROPOLIS BAY--IN NEW YORK, ANOTHER HERO PREPARES FOR A BATTLE OF HIS OWN--
CAREFUL WITH THAT STATUE, FOOL! IF WE BREAK ANYTHING--
--THE BOSS WILL TAKE US APART!
HUH? CROOKS--ROBBING THE METROPOLITAN MUSEUM? HEY, HEY, HEY!
A NIGHT IN THE LIFE OF YOUR FRIENDLY NEIGHBORHOOD WEB-SPINNER:
the AMAZING SPIDER-MAN
MR. PARKER, THIS MUST BE YOUR LUCKY DAY!
ALL WEEK JONAH JAMESON'S BEEN AFTER ME TO SNAP SOME JUICY NEWS PHOTOS, AND THE FIRST NIGHT I HAVE TIME TO LOOK--
-- THE NEWS COMES STRAIGHT TO ME! NORMAN MAILER, EAT YOUR HEART OUT!
16
17

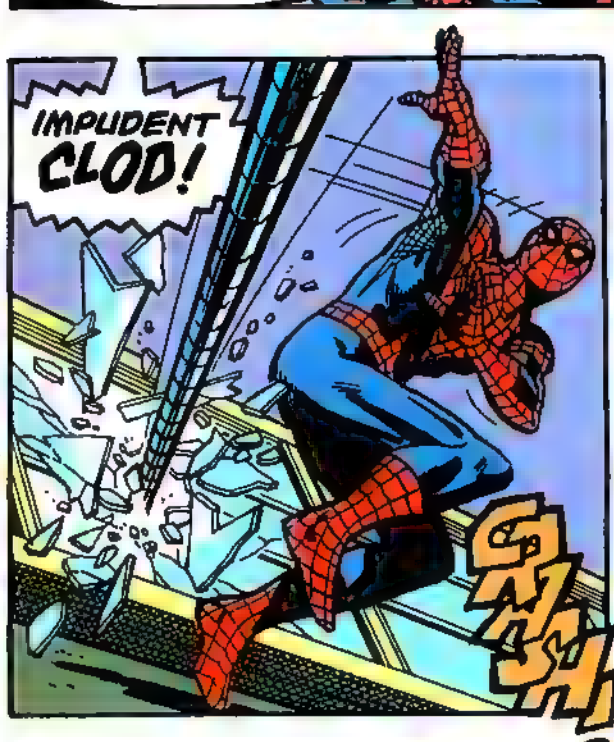
FIRST THINGS FIRST. I'D BETTER SET UP MY CAMERA!
THE TIP OF THIS HANDY FLAGPOLE SHOULD DO NICELY!
TERRIFIC! ONCE THE AUTOMATIC TIMER IS SET TO CLICK SNAPSHOTS EVERY TEN SECONDS--
?
--I CAN GET READY--
--AND SET--
--AND GO!
YERRRK! IT'S SPIDER-MAN!
FRAGILE
COLLECTION
NOT BAD, FELLA. MOST CROOKS GET TOO CHOKED UP WHEN THEY SEE ME, AND CAN'T QUITE SAY THEIR LINE.
BUT YOU--WELL, FELLA, I'M PROUD OF YOU!
YOU CAME THROUGH LIKE A PRO!
CRAK!

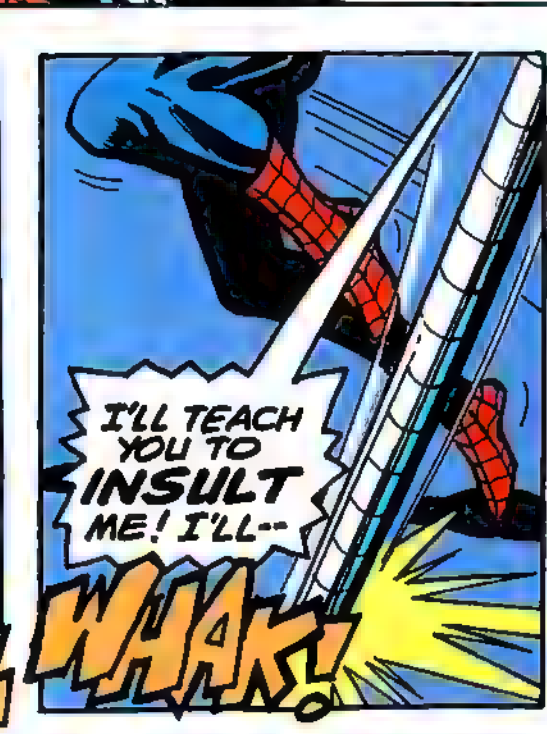

CURSE YOU, WALL-CRAWLER! AM I NEVER TO BE FREE?
WILL YOU HOUND ME FOREVER?
WILL THERE NEVER BE AN END?
HUH?
KLANG

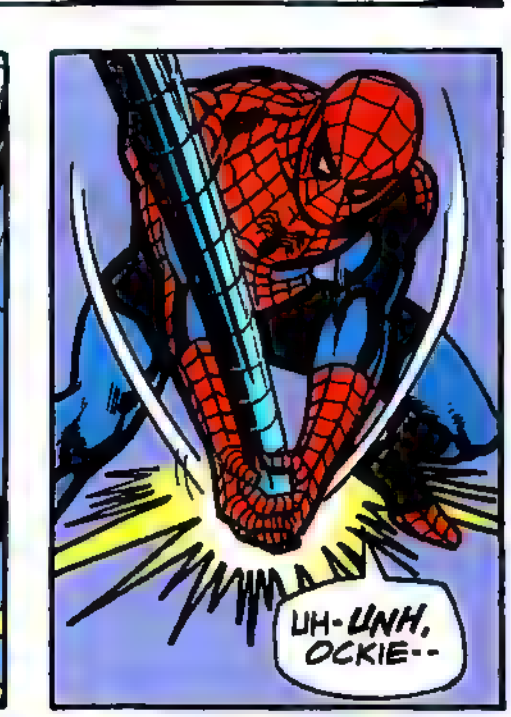
KLANG
KLANG
SO YOU'RE "THE BOSS"--

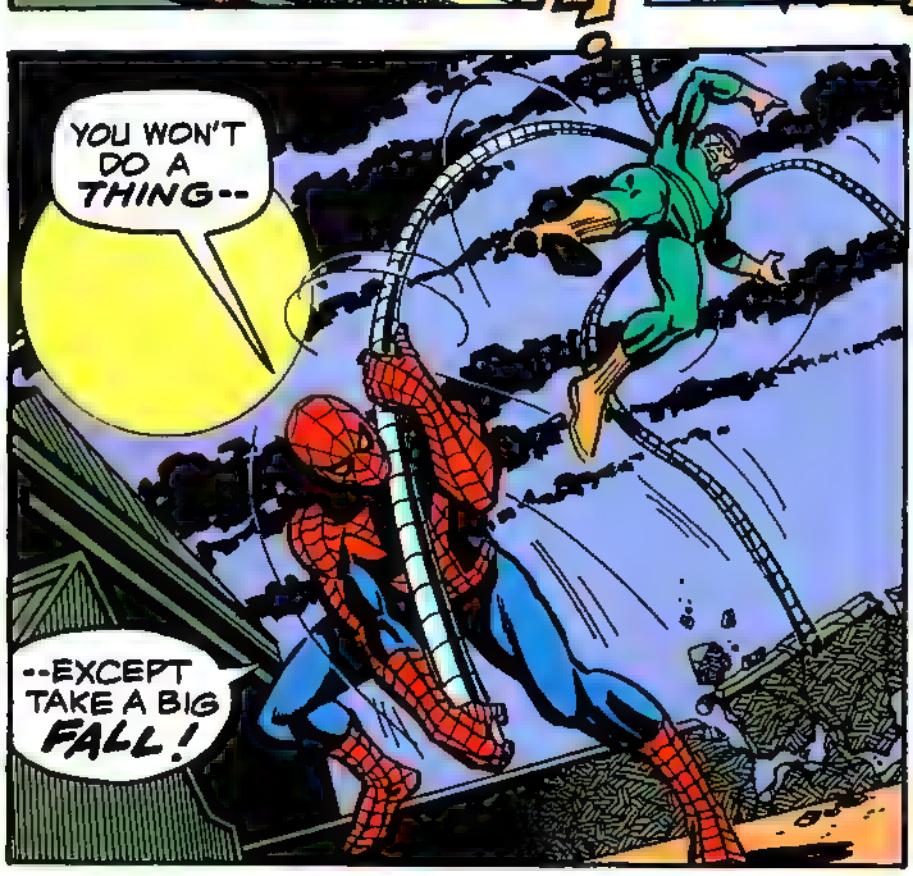
--DOCTOR OCTOPUS!
THE SAME!
AFTER OUR LAST, RATHER UNFORTUNATE ENCOUNTER, I DECIDED TO PLAN MY NEXT "OUTING" IN FINER DETAIL--
--YET STILL, YOU PERSIST IN THWARTING ME!
--AND FOR THAT, YOU WILL BE AMPLY PUNISHED!
LOOK TO THE SKY, SPIDER-MAN!


--AND BEHOLD THE FLYING OCTOPUS!
IT MARKS THE BEGINNING OF A NEW ERA IN MY PURSUIT OF CRIME!
YEEECH! AND I THOUGHT THE SPIDER-MOBILE WAS A FIASCO!
IS THAT MONSTROSITY SUPPOSED TO IMPRESS PEOPLE, OCKIE?
OR IS IT JUST A GIANT CONVERSATION PIECE?


IMPUDENT CLOD!
CRASH!


I'LL TEACH YOU TO INSULT ME! I'LL--
WHAK!

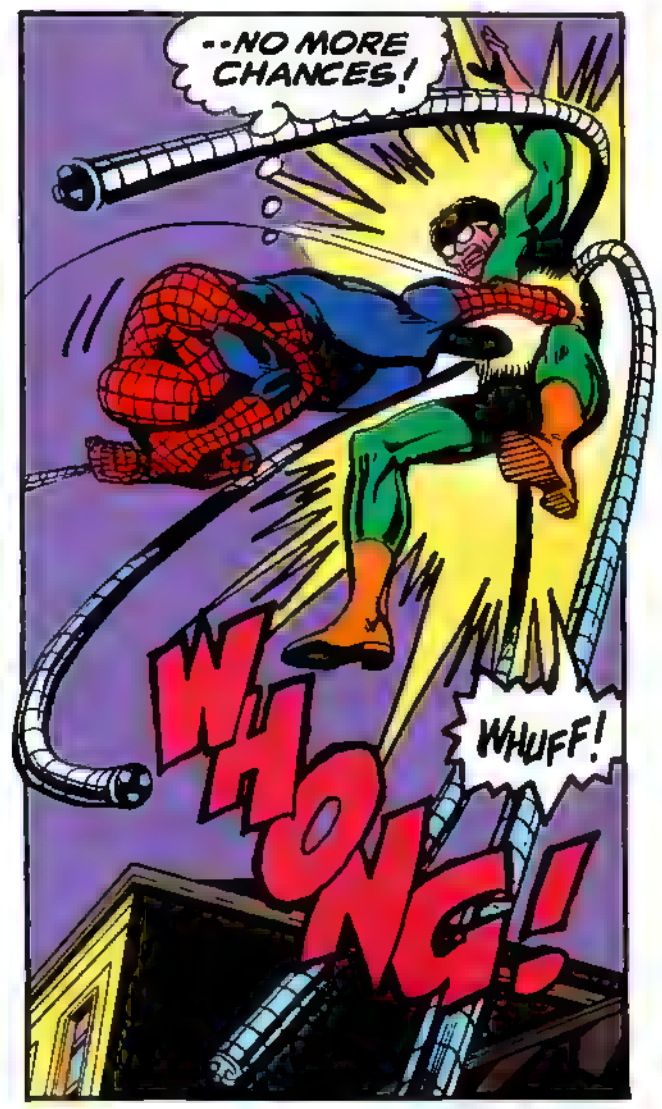

UH-UNH, OCKIE--

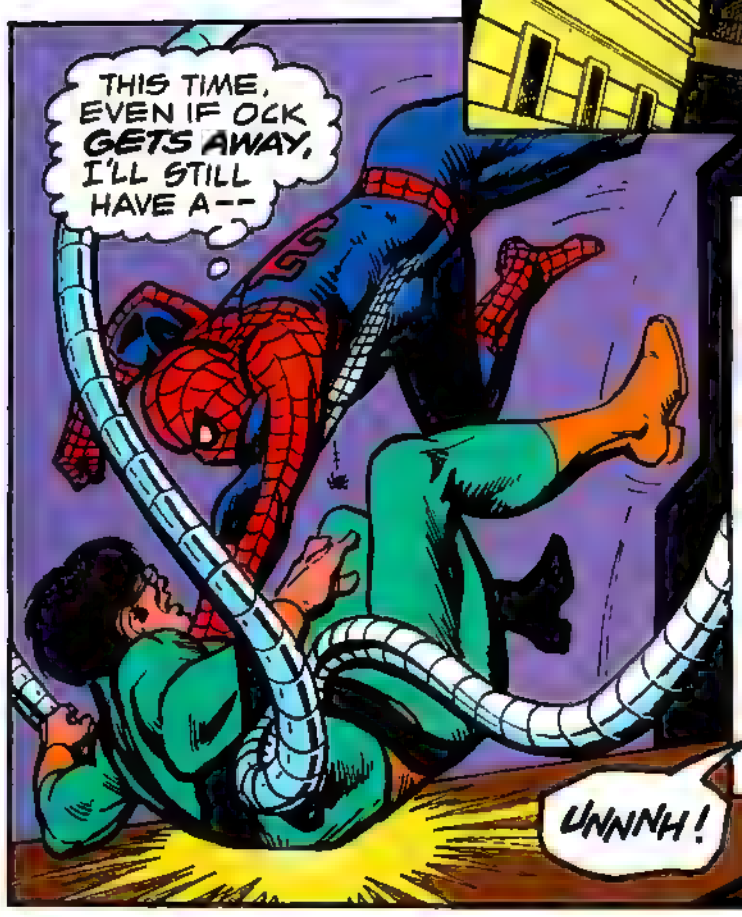

YOU WON'T DO A THING--
--EXCEPT TAKE A BIG FALL!

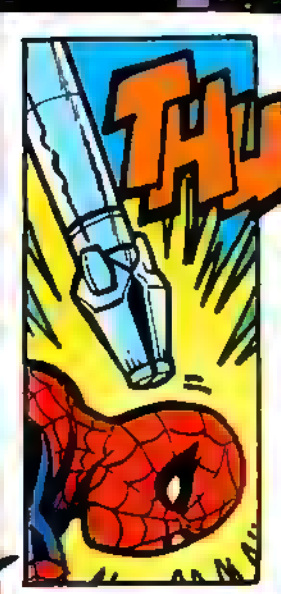
CHONK
DON'T BE ABSURD.
OOF!
IF ANYONE IS GOING TO FALL-- IT'S YOU!
20

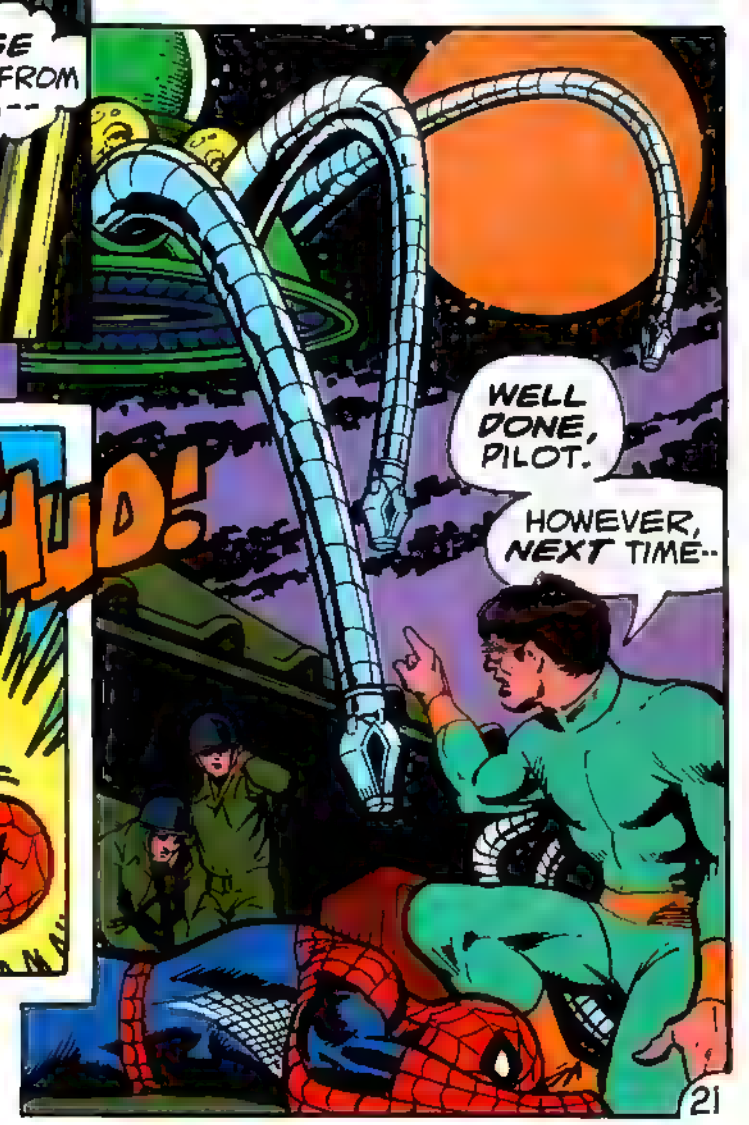
BOY, HAVE I BEEN STUPID!

FWUP
INSTEAD OF FIGHTING, I'VE BEEN SHOWING OFF--
--AND IT ALMOST GOT ME KILLED!
TIME TO WISE UP, SPIDEY. FROM NOW ON--


--NO MORE CHANCES!
WHUFF!
WHONG!


THIS TIME, EVEN IF OCK GETS AWAY, I'LL STILL HAVE A--
UNNNH!


THUD!


WELL DONE, PILOT.
HOWEVER, NEXT TIME--

--TRY NOT TO CUT IT SO CLOSE!
UH...SORRY, DOCTOR.
SHOULD WE COLLECT THE BOOTY NOW?
WHAT ELSE, YOU BUNGLING, BUFFOON?
THE POLICE ARE PRACTICALLY HERE ALREADY!
IF WE'RE TO ESCAPE WITH THE "LOOT"--
REEEE!
--WE MUST DO SO AT ONCE!
AND SO, SCANT SECONDS LATER...
SWOOSH!
OCTOPUS AND HIS MEN ARE GONE--
SPIDER-MAN!
--BUT IT LOOKS LIKE THEY'VE LEFT US A CONSOLATION PRIZE!
COPS!
UH-UHN! YOU GUYS THINK I'M A CROOK LIKE OCK--
--AND THAT MEANS I'M SPLITTING--PRONTO!
DON'T MOVE OR WE'LL SHOOT, OUTLAW!
ARE YOU CRAZY? I--
OH, NO!
POW
KPOW!
OF ALL THE TIMES TO RUN OUT OF WEB-FLUID!
HERO, YOUR LUCKY DAY--THIS IS NOT!

SHORTLY, HAVING RETRIEVED HIS CAMERA, SPIDEY MAKES A ROOF-TOP JOURNEY CROSS-TOWN--
--WHERE, ATOP THE DAILY BUGLE BUILDING--

--SPIDER-MAN DISAPPEARS, TO BE REPLACED BY:
PETER PARKER! YOU LITTLE--
TEMPER, TEMPER, JONAH. BE NICE TO ME--

--OR I WON'T GIVE YOU THESE PICS OF DOC OCK BATTLING SPIDER-MAN!
HMMM?

YOU HEARD ME, JONAH!
PETER PARKER, BOY PHOTO-GRAPHER HAS DONE IT AGAIN!
EXCLUSIVE SHOTS OF THE FLYING OCTOPUS-- PLUS MUCH, MUCH MORE!
SHALL I GO ON?

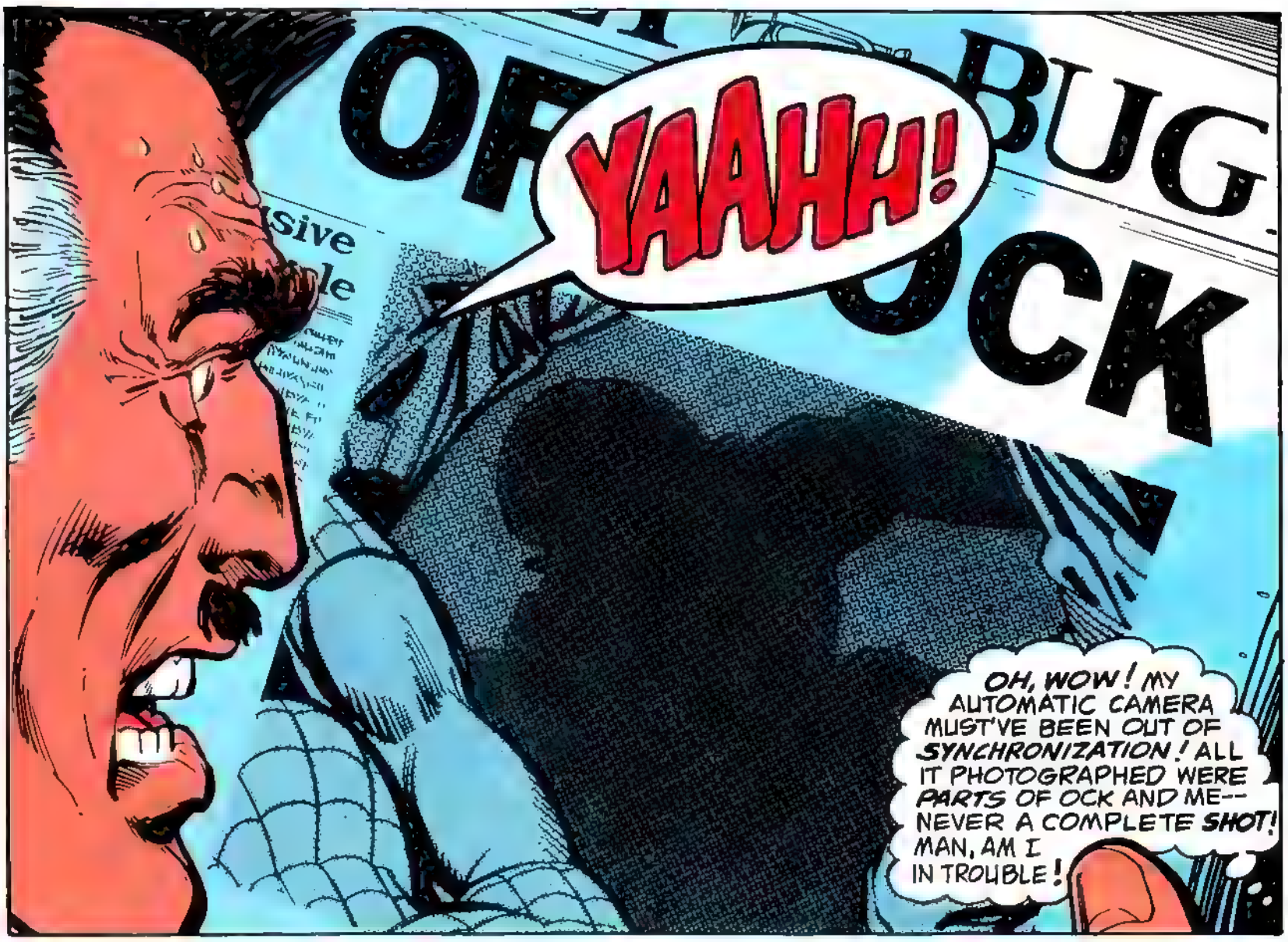
PARKER, YOU'LL GET A BONUS FOR THIS! WITH LUCK, THESE PHOTOS CAN STILL MAKE THE FRONT PAGE OF OUR NIGHT OWL EDITION.
HELLO, CARMODY? GET IN HERE!

YES, MR. JAMESON?
SEND THIS FILM THROUGH PRO-DUCTION, FAST!
TAKE THE BEST SHOT--
--AND PLASTER IT OVER PAGE ONE! MOVE!!

THIS COULD MEAN THE PULITZER PRIZE, PARKER... PERHAPS EVEN SOMETHING FOR YOU.
SIT BACK-- YOU LOOK TIRED.
WANT A PILLOW?
HERE--USE MY COAT.

FORTY-FIVE SACCHARINE-FILLED MINUTES LATER...
UH...
JONAH, THE NIGHT OWL EDITION IS OUT... AND THE TRUCKS ARE ON THEIR WAY TO THE STANDS...
CARMODY'S GOT A COPY!

--AND I THINK IT'S SOMETHING YOU SHOULD SEE.
IF I'D BEEN HERE, I MIGHT HAVE HELPED, BUT--
I DID WHAT YOU SAID, SIR.
THE--UH--BEST SHOT--ON--er-- PAGE ONE.


YAAHH!
OH, WOW! MY AUTOMATIC CAMERA MUST'VE BEEN OUT OF SYNCHRONIZATION! ALL IT PHOTOGRAPHED WERE PARTS OF OCK AND ME-- NEVER A COMPLETE SHOT! MAN, AM I IN TROUBLE!

YOU! YOU DID THIS DELIBERATELY!
NOW, JONAH-- DON'T GET EXCITED--!
24

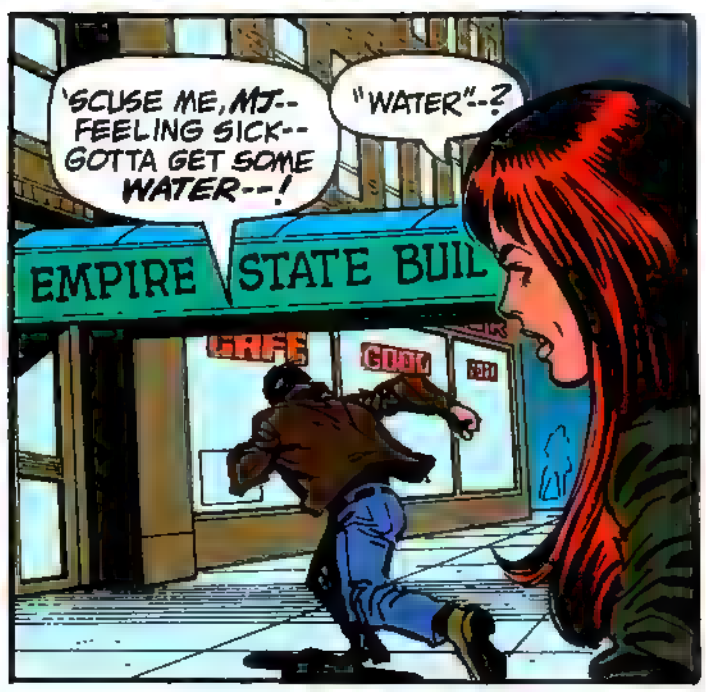
"DON'T GET EXCITED"?
I'LL SHOW YOU EXCITED!
I'LL KILL YOU FOR THIS!
WITH MY BARE HANDS!

JONAH, STOP IT! YOU'RE GETTING HYSTERICAL!
GET OUT OF MY OFFICE, PARKER! OUT OF MY BUILDING!
GET OUT! GET OUT!
GET OUT!
HEY, PETER-- WHAT'S UP?
I'LL TELL YOU OUTSIDE, MARY JANE.

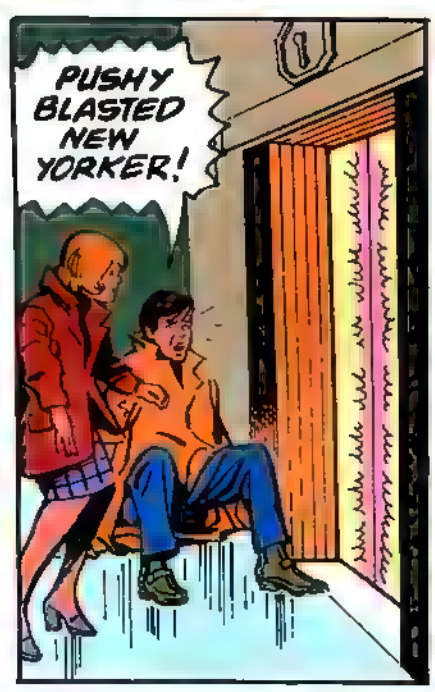
SHORTLY, AS PETER AND THE BEGUILING MARY JANE WATSON WANDER SOUTH...
SO LISTEN, PETER--YOU MADE A MISTAKE. WHY WORRY?
IT SEEMS I'M ALWAYS MAKING MISTAKES, MJ.
DRUGS
EMPIRE STATE BUILDING
TAKE THIS NEWS CONVENTION STARTING TOMORROW!

AUNT MAY WANTED TO COME WITH US, BUT BECAUSE I GOT THE DATES MIXED UP, SHE'S OFF ON A VACATION WITH YOUR AUNT, SO NOW SHE'LL MISS IT, AND THE ONLY GUY I CAN BLAME IS--
--ME!
HEY, TIGER--YOU OKAY?
MY SPIDER-SENSE IS TINGLING--

--WARNING ME TO LOOK UPWARD--TO THE EAST!
THAT BLIMP--
UILDING

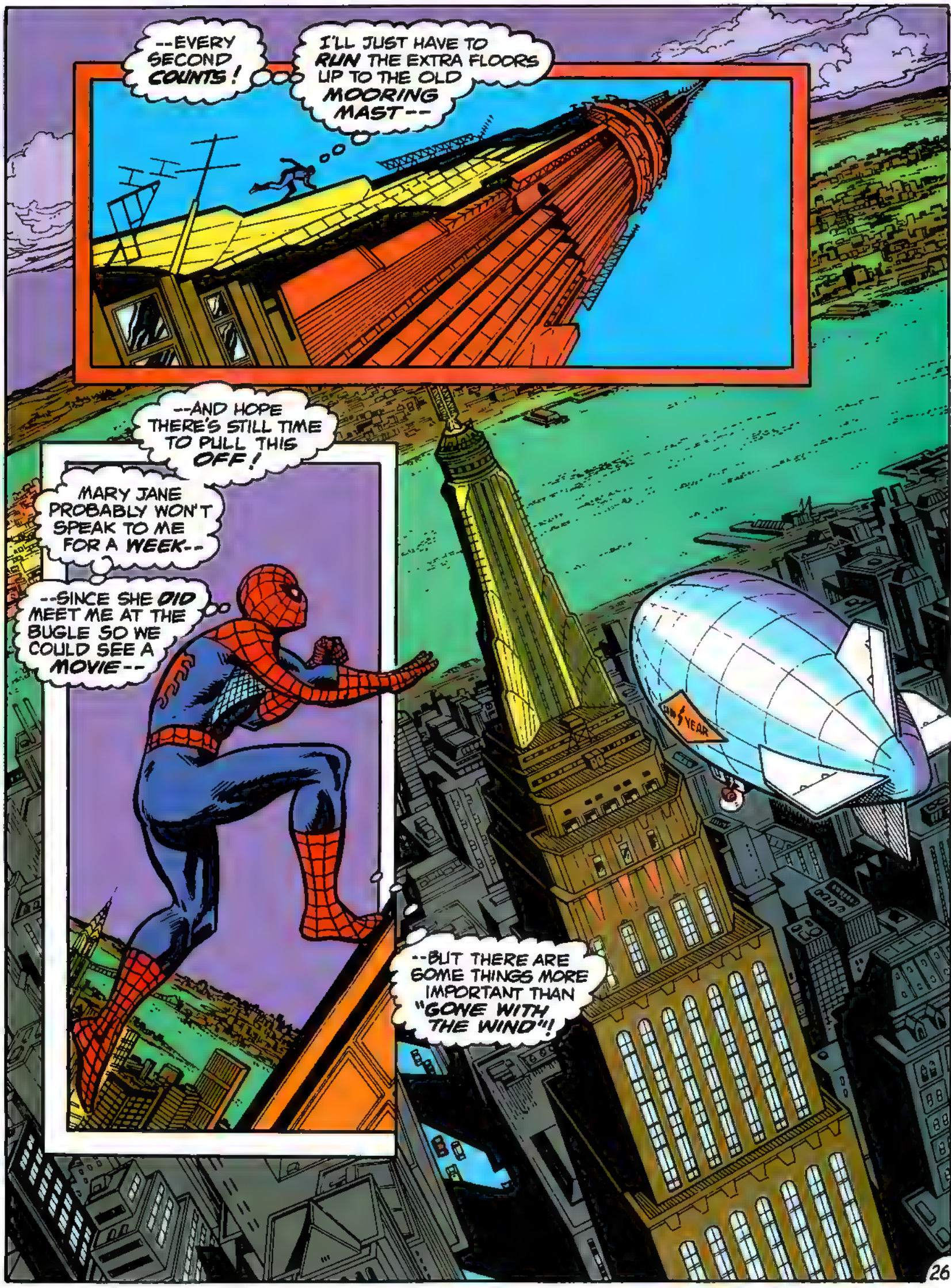

'SCUSE ME, MJ--FEELING SICK--GOTTA GET SOME WATER--!
"WATER"--?
EMPIRE STATE BUIL
CAFE
COOK

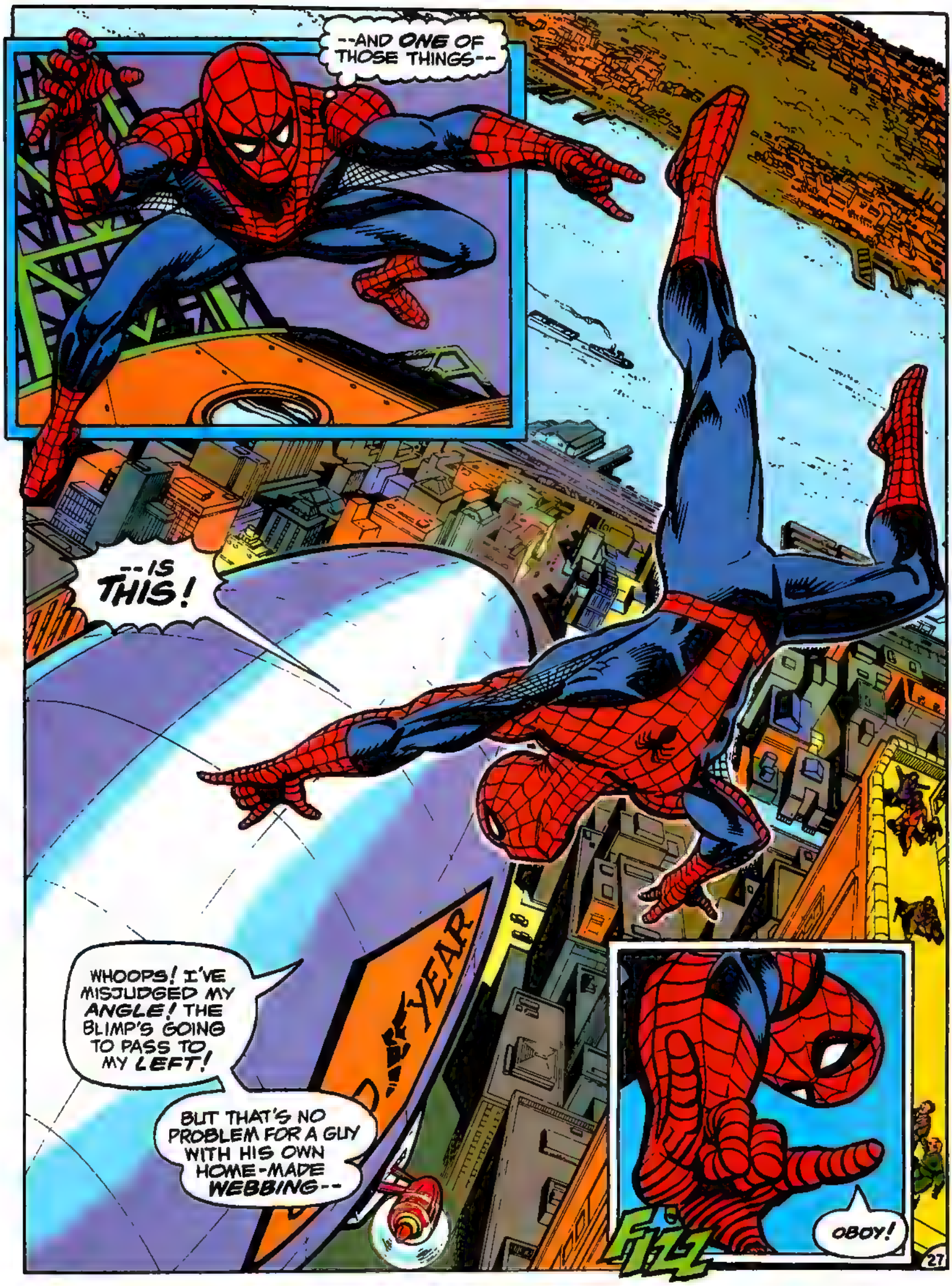
OBSERVATORY

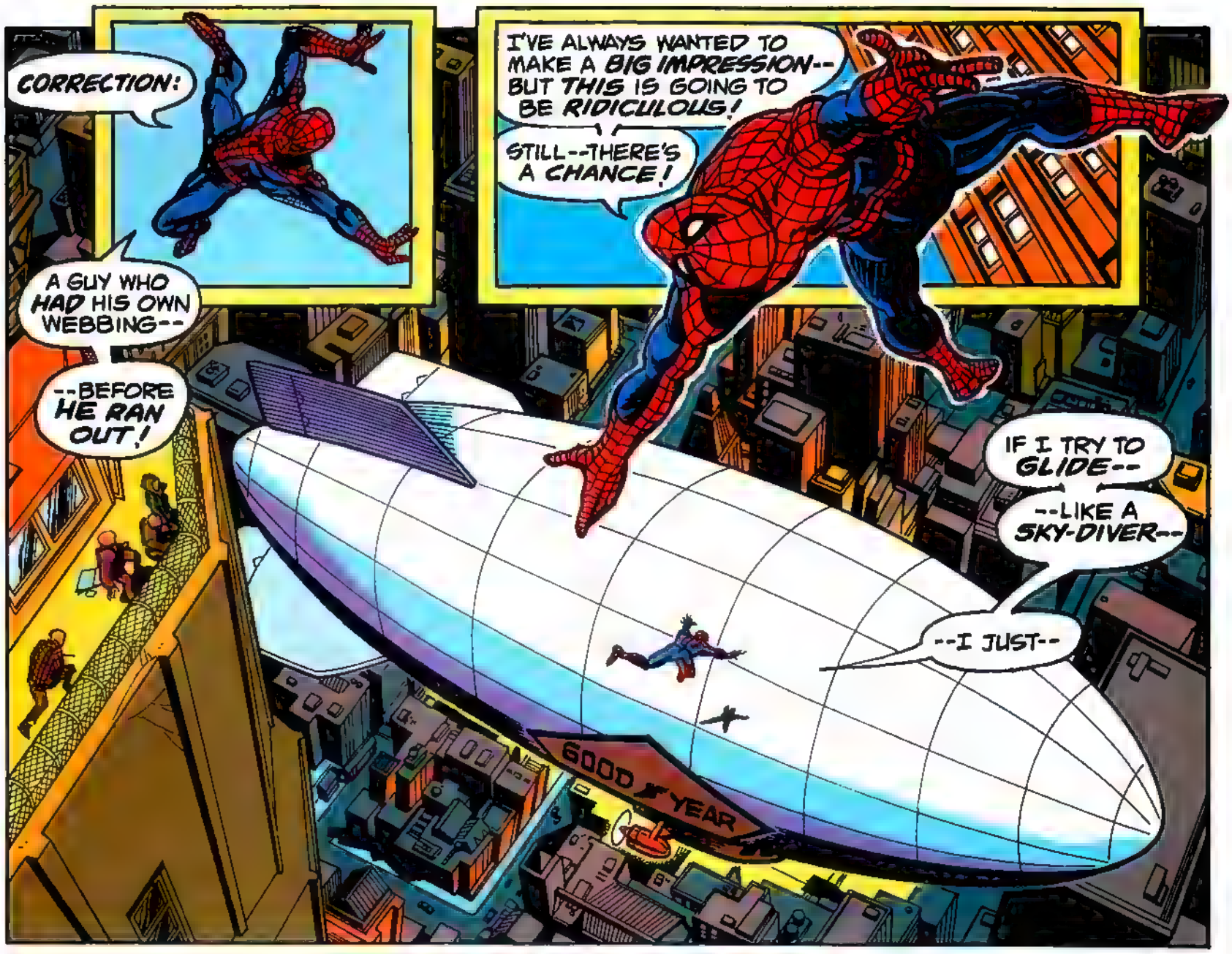

PUSHY BLASTED NEW YORKER!

VERY SHORTLY--
TOO BAD THE EXPRESS ELEVATORS ONLY GO TO THE 80th FLOOR--!
STILL, IT WAS EMPTY--GAVE ME A CHANCE TO SWITCH CLOTHES--
25

--AND FOR WHAT I'VE GOT PLANNED--
M-MILDRED... I THINK IT'S TIME WE W-WENT HOME TO C-CLEVELAND!

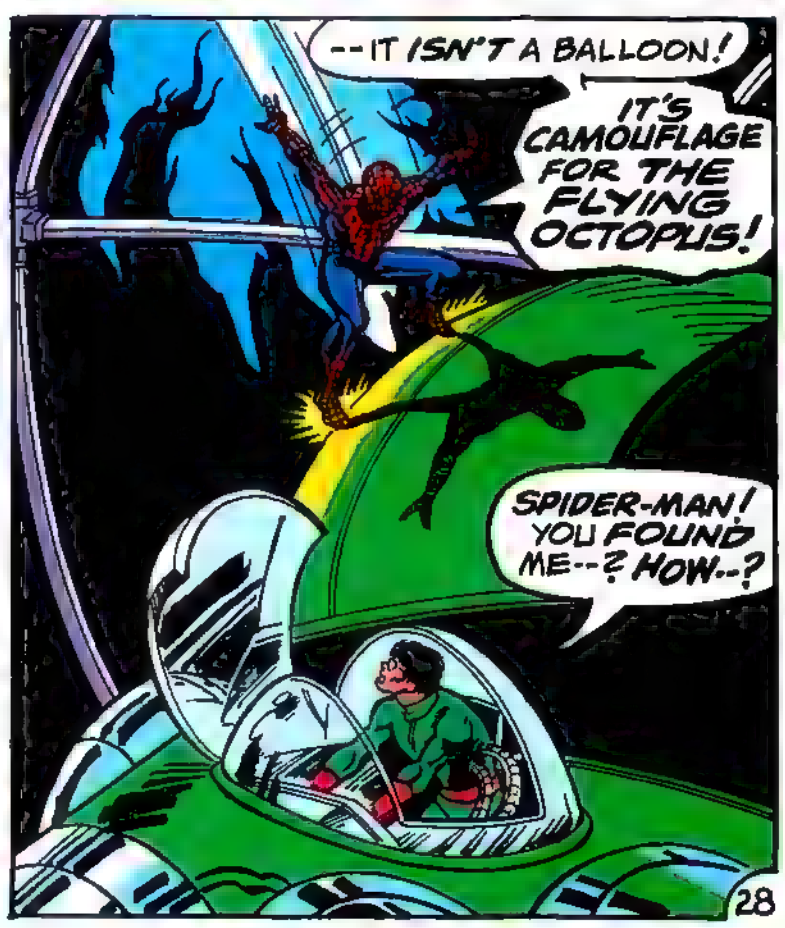

--EVERY SECOND COUNTS!
I'LL JUST HAVE TO RUN THE EXTRA FLOORS UP TO THE OLD MOORING MAST--
--AND HOPE THERE'S STILL TIME TO PULL THIS OFF!
MARY JANE PROBABLY WON'T SPEAK TO ME FOR A WEEK--
--SINCE SHE DID MEET ME AT THE BUGLE SO WE COULD SEE A MOVIE--
YEAR
--BUT THERE ARE SOME THINGS MORE IMPORTANT THAN "GONE WITH THE WIND"!


--AND ONE OF THOSE THINGS--
--IS THIS!
WHOOPS! I'VE MISJUDGED MY ANGLE! THE BLIMP'S GOING TO PASS TO MY LEFT!
BUT THAT'S NO PROBLEM FOR A GUY WITH HIS OWN HOME-MADE WEBBING--
YEAR
FIZZ
OBOY!
27

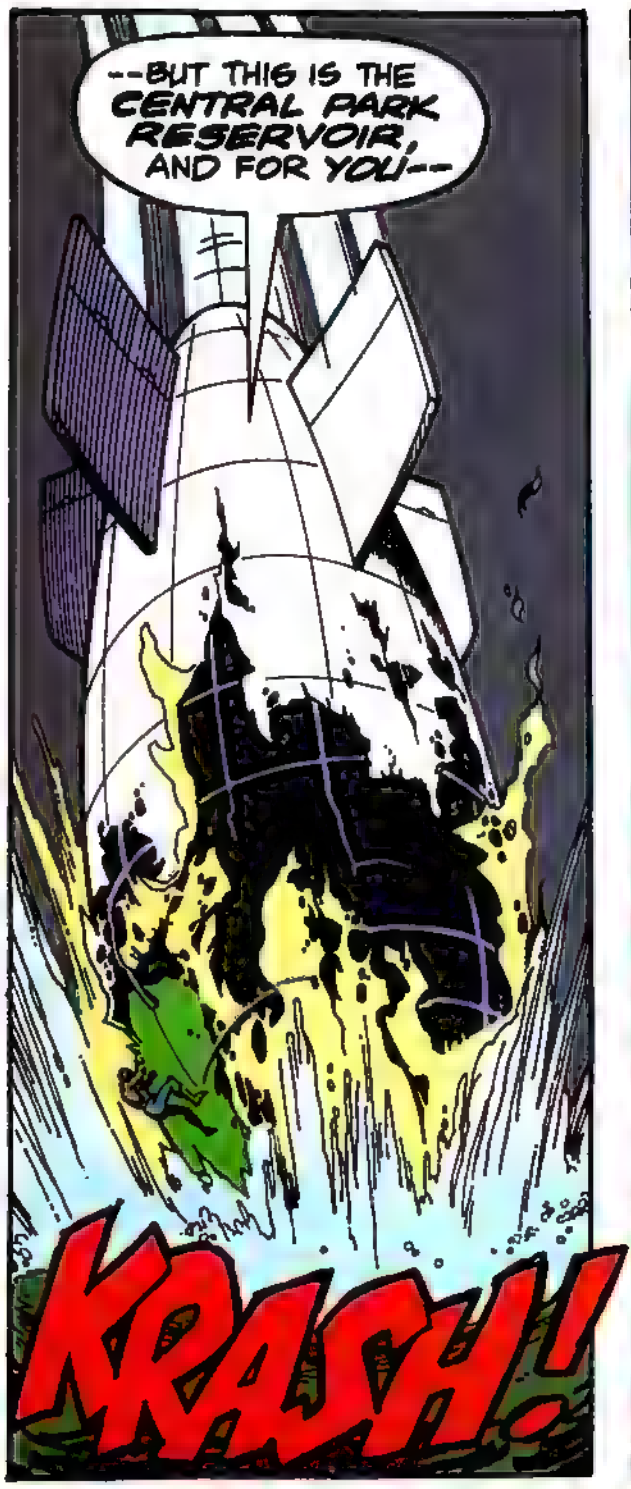

CORRECTION:
A GUY WHO HAD HIS OWN WEBBING--
--BEFORE HE RAN OUT!
I'VE ALWAYS WANTED TO MAKE A BIG IMPRESSION-- BUT THIS IS GOING TO BE RIDICULOUS!
STILL--THERE'S A CHANCE!
IF I TRY TO GLIDE--
--LIKE A SKY-DIVER--
--I JUST--
GOODYEAR

--MIGHT--
--MAKE IT!

HUH? THE BLIMP'S SURFACE IS LIKE TISSUE PAPER!
THEN--
RIPPPP

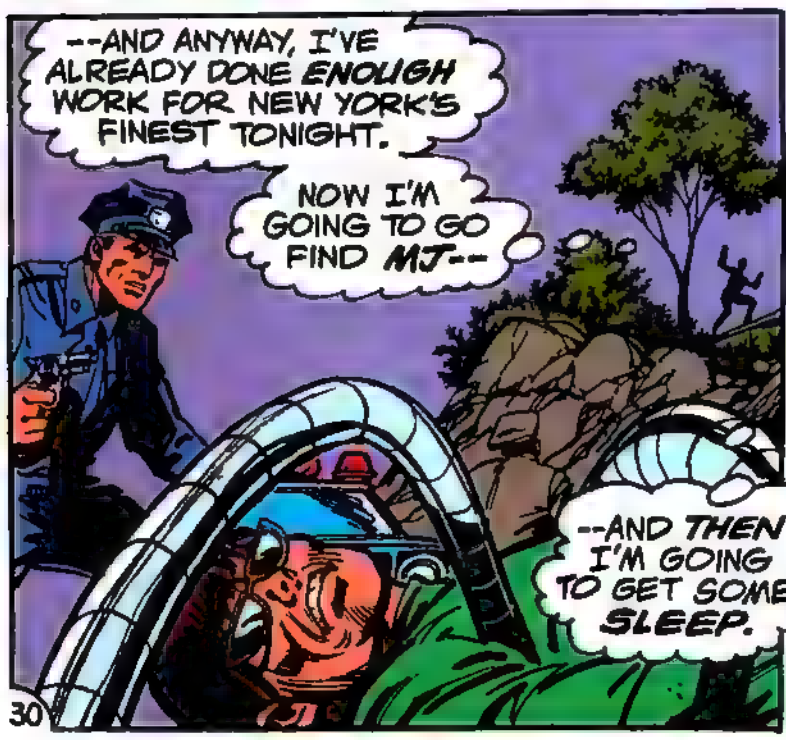

--IT ISN'T A BALLOON!
IT'S CAMOUFLAGE FOR THE FLYING OCTOPUS!
SPIDER-MAN! YOU FOUND ME--? HOW--?

LOOK ON YOUR BACK, OCK, AND YOU'LL SEE THE SPIDER-TRACER I PLANTED DURING OUR FIGHT EARLIER!
THERE-- NOW DON'T YOU FEEL STUPID?
IF YOU MISSED IT, LOOK AGAIN, FLASHBACK FANS!
WHY, YOU, YOU, YOU--
THE WORD YOU'RE GROPING FOR, DOC, IS "CLOD"--
--AS IN "IMPUDENT CLOD", AS IN "DUMB-BELL", AS IN "FOOL".
NONE OF WHICH APPLY TO ME, FELLA.
IN CASE YOU HAVEN'T NOTICED.
I'LL DISMEMBER YOU FOR THIS, WALL-CRAWLER!
FAT CHANCE, TUBBO!
DON'T LOOK NOW--


--BUT THIS IS THE CENTRAL PARK RESERVOIR, AND FOR YOU--
KRASH!

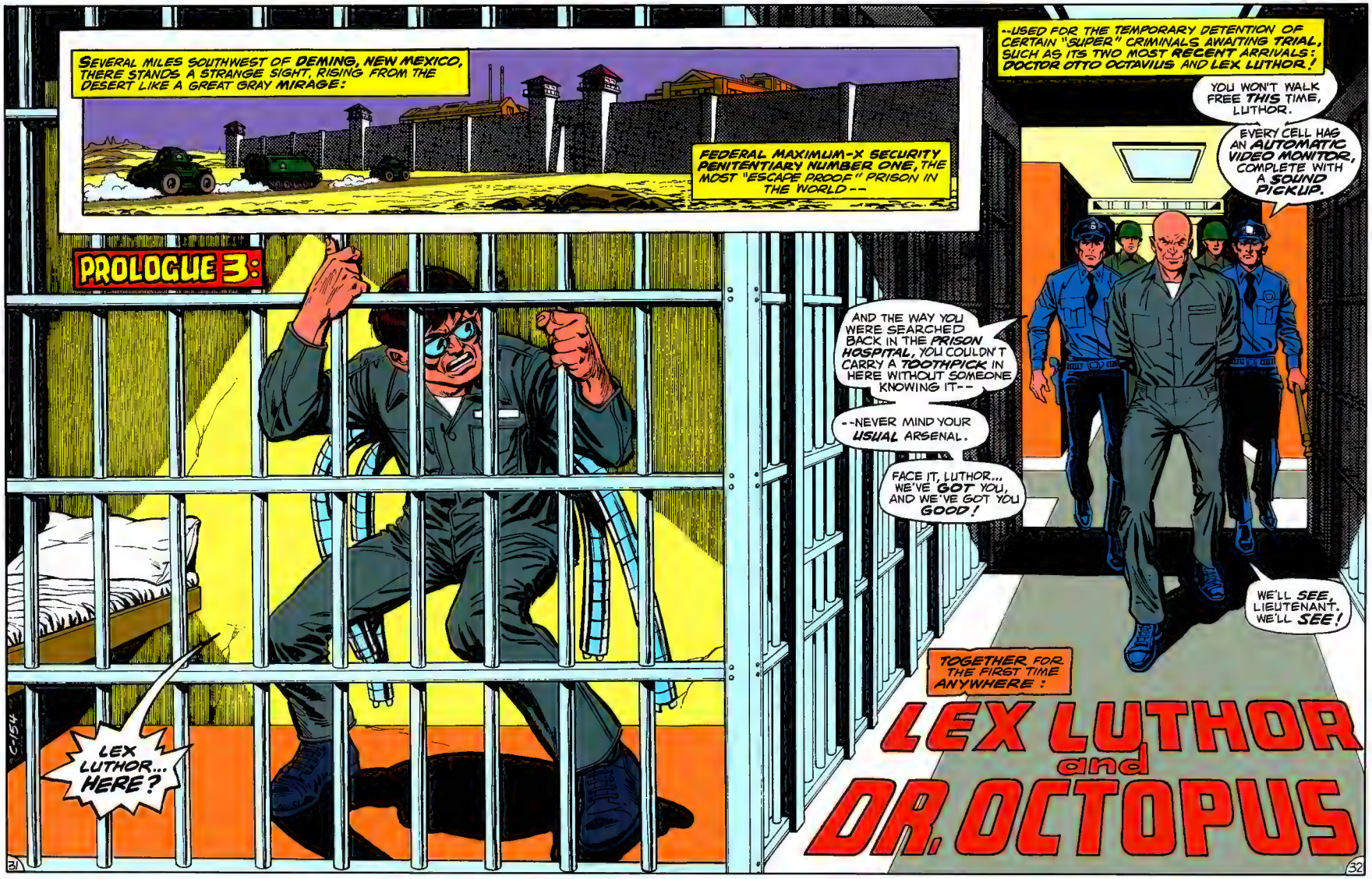
--IT'S THE END OF THE LINE!

OCK MUST'VE ABANDONED HIS HENCHMEN SOMEWHERE, FIGURING TO BEAT IT OUT OF THE CITY IN DISGUISE.
WOK
THE POLICE WON'T HAVE TOO MUCH TROUBLE LOCATING OCK'S MEN--


--AND ANYWAY, I'VE ALREADY DONE ENOUGH WORK FOR NEW YORK'S FINEST TONIGHT.
NOW I'M GOING TO GO FIND MJ--
--AND THEN I'M GOING TO GET SOME SLEEP.

BUT OUR HAPLESS HERO DOESN'T FIND HIS LADY LOVE UNTIL THE FOLLOWING MORNING, WHEN HE ARRIVES AT THE DAILY BUGLE OFFICES TO JOIN HIS FRIENDS ON THEIR WAY TO THE WORLD NEWS CONFERENCE AT THE COLISEUM.
ULIE DRUGS
WE'LL SEE MORE OF THESE PEOPLE LATER. ONCE AGAIN, IT'S PAGE BREAK TIME... AND THEN: PROLOGUE THREE!

yet another pause for HERO IDENTIFICATION:
WHILE STILL IN HIGH SCHOOL, YOUNG PETER PARKER WAS BITTEN BY A RADIO-ACTIVE SPIDER AT A SCIENCE EXHIBITION...
INSTEAD OF DYING, HE SOON FOUND HIMSELF POSSESSING UNCANNY ABILITIES--THE PROPORTIONATE STRENGTH OF A SPIDER, THE KNACK OF CLIMBING WALLS--
--ALL OF WHICH MADE HIM A FRIENDLY NEIGHBORHOOD--
SPIDER-MAN
C-154
WITH THE DEATH OF HIS UNCLE BEN--A DEATH PETER FELT HE COULD HAVE PREVENTED--SPIDEY TURNED HIS TALENTS TO FIGHTING CRIME. HE HAD DESIGNED A COSTUME WITH ONE-WAY EYE HOLES--
--A HANDY-DANDY WEB-SHOOTER, WHICH CARRIED HIS OWN WEB-FORMULA--
--AND A SPECIAL BELT-PACK, CONTAINING ALL SORTS OF SPIDER-GOODIES. NOW HE, TOO, BATTLES EVIL --AS SPIDER-MAN!


SEVERAL MILES SOUTHWEST OF DEMING, NEW MEXICO, THERE STANDS A STRANGE SIGHT, RISING FROM THE DESERT LIKE A GREAT GRAY MIRAGE:
FEDERAL MAXIMUM-X SECURITY PENITENTIARY NUMBER ONE, THE MOST "ESCAPE PROOF" PRISON IN THE WORLD--
PROLOGUE 3:
LEX LUTHOR... HERE?
--USED FOR THE TEMPORARY DETENTION OF CERTAIN "SUPER" CRIMINALS AWAITING TRIAL, SUCH AS ITS TWO MOST RECENT ARRIVALS: DOCTOR OTTO OCTAVIUS AND LEX LUTHOR!
YOU WON'T WALK FREE THIS TIME, LUTHOR.
EVERY CELL HAS AN AUTOMATIC VIDEO MONITOR, COMPLETE WITH A SOUND PICKUP.
AND THE WAY YOU WERE SEARCHED BACK IN THE PRISON HOSPITAL, YOU COULDN'T CARRY A TOOTHPICK IN HERE WITHOUT SOMEONE KNOWING IT--
--NEVER MIND YOUR USUAL ARSENAL.
FACE IT, LUTHOR... WE'VE GOT YOU, AND WE'VE GOT YOU GOOD!
WE'LL SEE, LIEUTENANT. WE'LL SEE!
TOGETHER FOR THE FIRST TIME ANYWHERE:
LEX LUTHOR and DR. OCTOPUS
31
32

SHOULD I KNOW YOU, SIR?
YES. THE NAME'S OCTAVIUS--OTTO OCTAVIUS.
COLLOQUIALLY KNOWN AS DOC OCK.

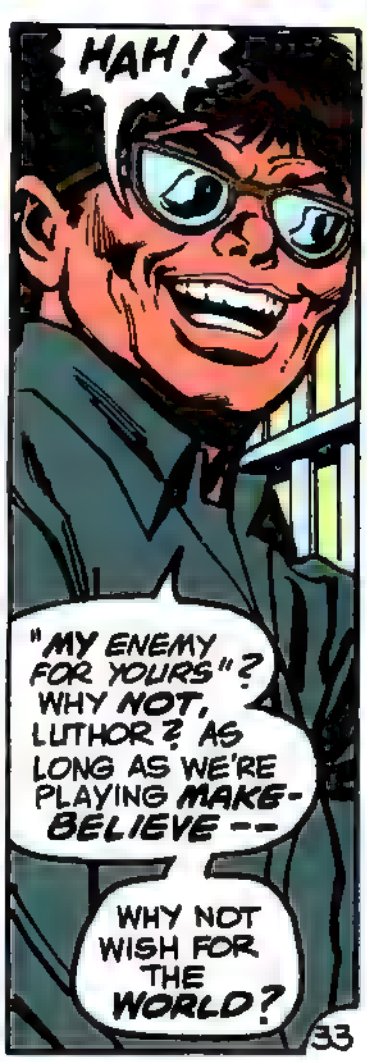
I'D SAY IT'S A PLEASURE MEETING YOU, OCTAVIUS--
--BUT UNDER THE PRESENT CIRCUM-STANCES...

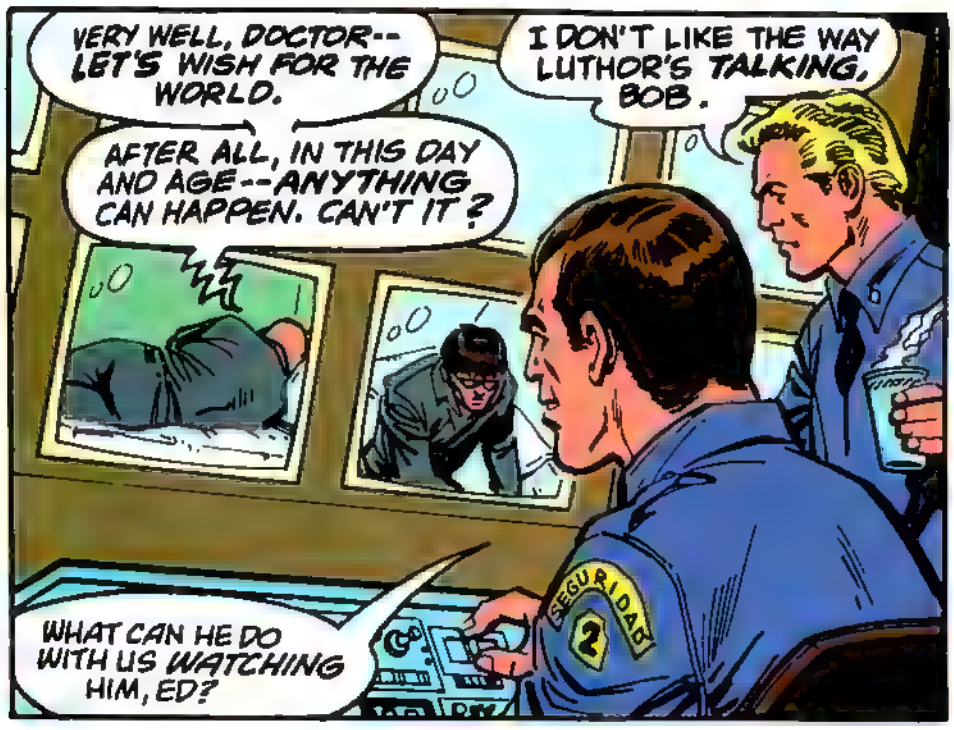
I AGREE.
WE'RE QUITE A PAIR, AREN'T WE, LUTHOR?
IF NOT FOR SPIDER-MAN--

"--YOU'D BE ON TOP OF THE WORLD," EH, DOCTOR?
WE EACH HAVE OUR OWN NEMESIS, MY FRIEND. YOU, YOUR WEB-SLINGER--
--I, MY MAN OF STEEL.
STILL, TOMORROW, PERHAPS...!

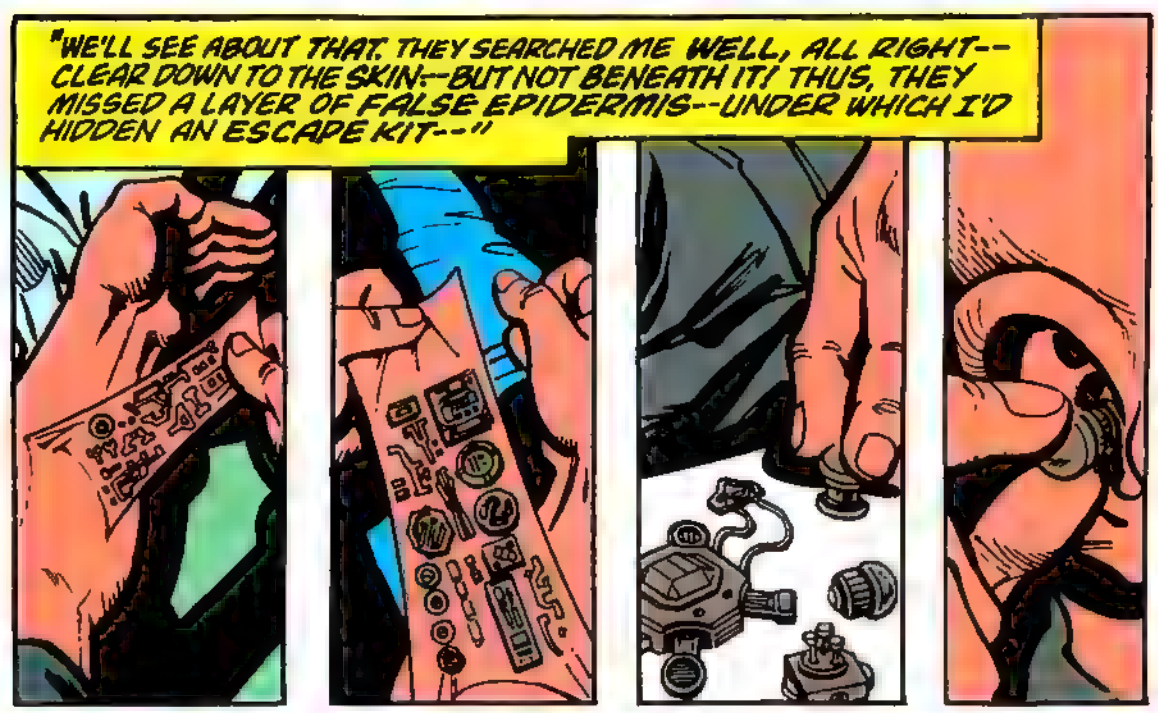
"TOMORROW"?
TOMORROW, WE'LL BE RIGHT HERE, LUTHOR--
--WATCHED BY THOSE BLASTED ALL-SEEING EYES!

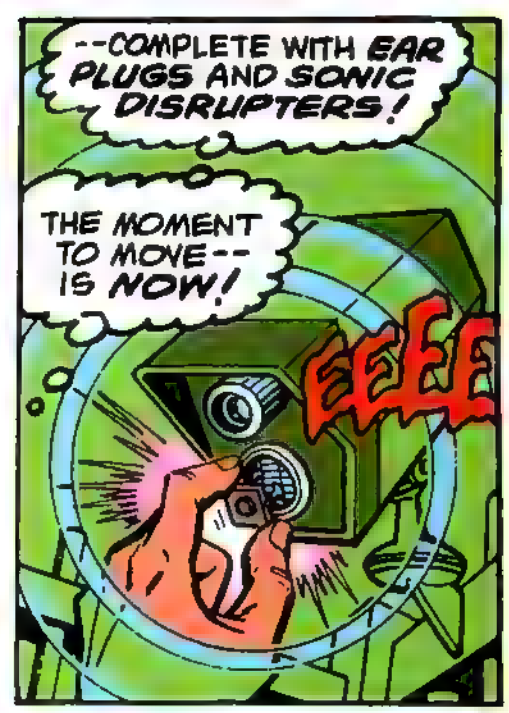
PERHAPS.
PERHAPS NOT.
STILL--IF WE WERE FREE TOMORROW, WOULD YOU CARE TO JOIN FORCES? TO MAKE A SMALL TRADE?


HAH!
"MY ENEMY FOR YOURS"? WHY NOT, LUTHOR? AS LONG AS WE'RE PLAYING MAKE-BELIEVE--
WHY NOT WISH FOR THE WORLD?

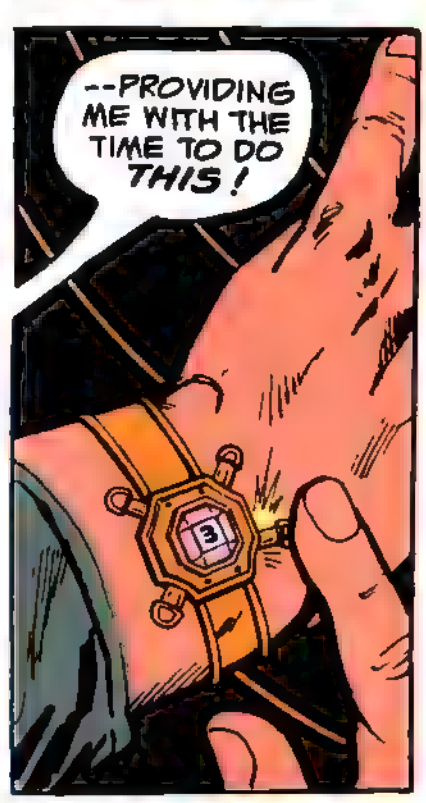

VERY WELL, DOCTOR-- LET'S WISH FOR THE WORLD.
I DON'T LIKE THE WAY LUTHOR'S TALKING, BOB.
AFTER ALL, IN THIS DAY AND AGE--ANYTHING CAN HAPPEN. CAN'T IT?
WHAT CAN HE DO WITH US WATCHING HIM, ED?
SEGURIDAD
2

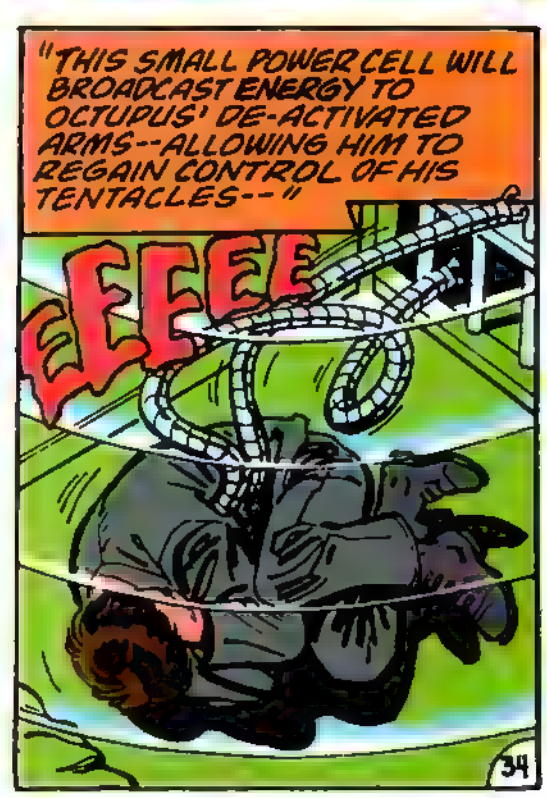
WHAT, INDEED?
THE SMUG FOOLS! THINK THEY'VE TRAPPED ME, DO THEY?

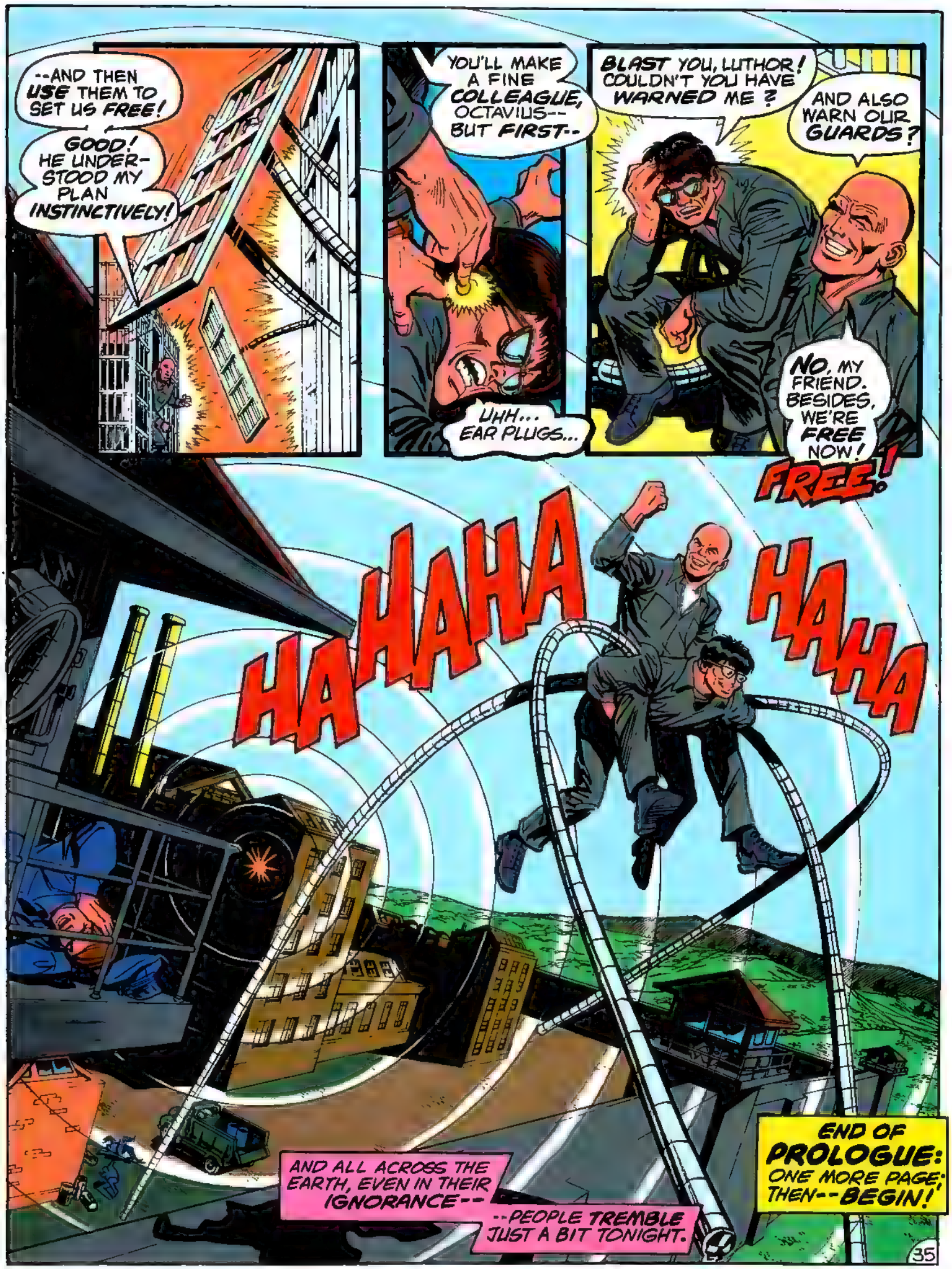

"WE'LL SEE ABOUT THAT. THEY SEARCHED ME WELL, ALL RIGHT--CLEAR DOWN TO THE SKIN--BUT NOT BENEATH IT! THUS, THEY MISSED A LAYER OF FALSE EPIDERMIS--UNDER WHICH I'D HIDDEN AN ESCAPE KIT--"


--COMPLETE WITH EAR PLUGS AND SONIC DISRUPTERS!
THE MOMENT TO MOVE-- IS NOW!
EEEE

GOOD NIGHT, GENTLEMEN! THOSE SONIC PULSES WILL DRIVE YOU INTO A DEEP, RELENTLESS SLEEP--


--PROVIDING ME WITH THE TIME TO DO THIS!
3


"THIS SMALL POWER CELL WILL BROADCAST ENERGY TO OCTUPUS' DE-ACTIVATED ARMS--ALLOWING HIM TO REGAIN CONTROL OF HIS TENTACLES--"
EEEEE
34


--AND THEN USE THEM TO SET US FREE!
GOOD! HE UNDERSTOOD MY PLAN INSTINCTIVELY!
YOU'LL MAKE A FINE COLLEAGUE, OCTAVIUS-- BUT FIRST--
UHH... EAR PLUGS...
BLAST YOU, LUTHOR! COULDN'T YOU HAVE WARNED ME?
AND ALSO WARN OUR GUARDS?
NO, MY FRIEND. BESIDES, WE'RE FREE NOW!
FREE!
HA HA HA HA HA
AND ALL ACROSS THE EARTH, EVEN IN THEIR IGNORANCE--
--PEOPLE TREMBLE JUST A BIT TONIGHT.
END OF PROLOGUE: ONE MORE PAGE, THEN--BEGIN!
35

and leave us not forget our villainous VILLAINS:
SUCH AS OUR OTTO OCTAVIUS. ONCE A PHYSICIST WORKING TO UNLOCK THE ULTIMATE SECRETS OF THE ATOM, DOCTOR OCTAVIUS BECAME A VICTIM OF HIS EXPERIMENTS WHEN A MODEL ATOMIC PILE EXPLODED--GRAFTING OTTO'S "WORK ARMS" TO HIS BODY--
--AND PROVIDING HIM WITH TELEPATHIC CONTROL OVER HIS NEW, METALLIC LIMBS.
THUS WAS BORN THAT DREAD MENACE--
DOCTOR OCTOPUS!
YOUNG
LEX LUTHOR,
ON THE OTHER HAND, WAS A CRIMINAL SINCE THE DAYS OF HIS ADOLESCENCE.
LIKE OCTAVIUS, HE, TOO, WAS THE VICTIM OF AN EXPERIMENT GONE WRONG--THIS TIME, INDIRECTLY, BECAUSE OF HIS CHILDHOOD FRIEND, SUPERBOY. AS A RESULT OF THE DISASTER, LUTHOR LOST ALL HIS HAIR--PERMANENTLY--AND THE SHOCK OF THIS, COUPLED WITH THE EXPLOSION ITSELF, AND THE LOSS OF A VITAL EXPERIMENT TO CREATE LIFE, CAUSED LUTHOR TO HATE HIS FORMER PAL.
OVER THE YEARS, HE'S INVENTED MANY DEVICES TO DEFEAT THE MAN OF STEEL--AND HAS PROVEN HIMSELF SUPERMAN'S TOUGHEST AND MOST ELUSIVE ENEMY!
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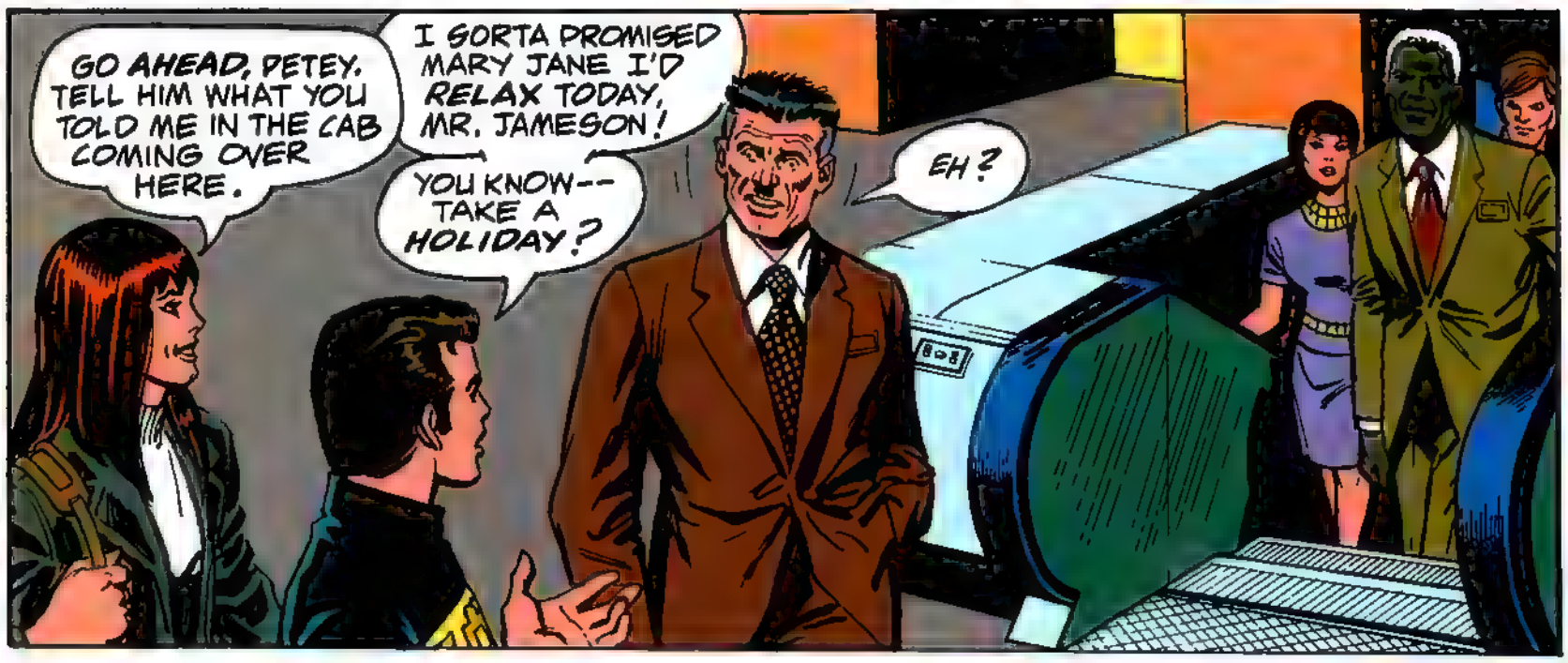
SUPERMAN AND the AMAZING SPIDER-MAN
IN: A DUEL OF TITANS
CHAPTER ONE
SO THIS IS THE WORLD NEWS CONFERENCE! IT ALL SEEMS RATHER CONFUSING, MR. ROBERTSON.
DOEEN'T IT SEEM SO TO YOU, NED, DARLING?
BETTY, I'M JUST GLAD TO BE BACK IN NEW YORK.
PARIS IS A NICE TOWN TO VISIT FOR A "WORKING HONEYMOON"--
BUT NEW YORK WILL ALWAYS BE HOME TOWN-- eh, NED?
FRANKLY, LOIS-- THE CITY'S TOO FILTHY FOR MY TASTE.
CLARK, SOMETIMES YOU'RE SO DULL I CAN'T STAND IT.
SON, I KNOW EXACTLY HOW YOU FEEL!
PARKER!
MISTER, I WANT A WORD WITH YOU!
REALLY?
TOO BAD THE FEELING ISN'T MUTUAL.
MON-SUN
36
37


GO AHEAD, PETEY. TELL HIM WHAT YOU TOLD ME IN THE CAB COMING OVER HERE.
I SORTA PROMISED MARY JANE I'D RELAX TODAY, MR. JAMESON!
YOU KNOW-- TAKE A HOLIDAY?
EH?

WHY, PETER... PETER, MY BOY... DEAR, DEAR PETER... I HAD NO IDEA!
YOU HAVE BEEN WORKING HARD LATELY, HAVEN'T YOU?

A HARD-WORKING, DILIGENT PHOTOGRAPHER DESERVES A VACATION NOW AND THEN...
UH-HUH.

IN ALL THE YEARS YOU'VE WORKED FOR ME, I'VE NEVER GIVEN YOU A VACATION NOW AND THEN...
NO, SIR.
AWFUL, WASN'T I?
YES, SIR.
DO YOU KNOW WHY I NEVER GAVE YOU A VACATION?
NO, SIR.

BECAUSE YOU'RE NOT HARD-WORKING--
NOT DILIGENT--
--AND THERE ARE TIMES, PETER OLD BOY--

--WHEN I'M NOT EVEN SURE YOU'RE A PHOTOGRAPHER!
38

OH, YEAH? OH, YEAH!
I'VE HAD IT WITH YOU, JAMESON!

ONE MINUTE YOU'RE MR. GLAD-HAND, THE WORKING BOY'S FRIEND--
--THE NEXT, YOU PUT THE KNIFE IN!

WELL, MAYBE THAT'S OKAY FOR THE REST OF YOUR STAFF-- BUT IT ISN'T FOR ME!
NOT ANY MORE!

I'M THROUGH BEING STEPPED ON! YOU WANT ME, JAMESON-- FIND ME!

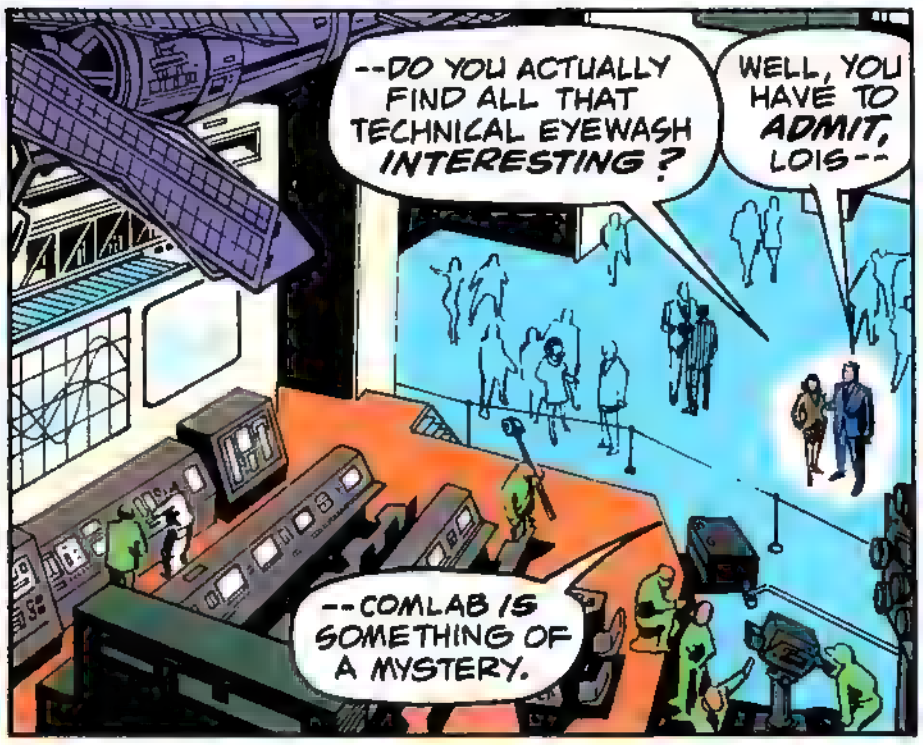
HURRAY, THE CONQUERING HERO!
HUH?
WAIT UP, TIGER-- IT'S ME.

YOU WERE SO BUSY MAKING A DRAMATIC EXIT, YOU FORGOT YOUR OLD FRIEND, MJ.
WHAT'D YOU EAT THIS MORNING, HANDSOME--
NAILS?

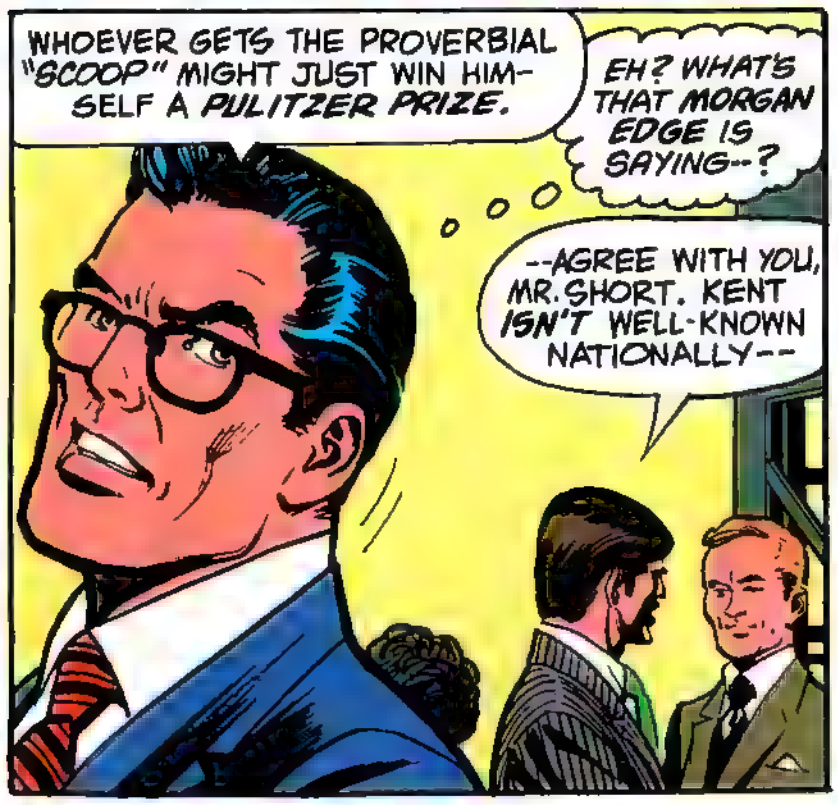
HONEST, MJ--I DON'T KNOW WHAT CAME OVER ME, BUT IT SURE FELT GOOD.
DO YOU KNOW HOW LONG JONAH'S BEEN PUTTING ME DOWN?
CAREFUL, TIGER-- YOU'LL DATE YOUR-SELF!

SINCE I WAS IN HIGH SCHOOL, MARY JANE.
HERE I AM, PRACTICALLY A COLLEGE GRAD, AND HE--
SHUSH. ENOUGH WITH THE RAGE.
LET'S GO SEE THE SHOW!

COMLAB ONE-- THE WORLD'S FIRST ORBITING COMMUNICATIONS LABORATORY!
QUITE A SIGHT, eh, LOIS?
FROM WHAT I UNDERSTAND, IT COMBINES THE BEST FEATURES OF COMSAT AND SKYLAB. IN FACT, IT--
HONESTLY, CLARK.


--DO YOU ACTUALLY FIND ALL THAT TECHNICAL EYEWASH INTERESTING?
WELL, YOU HAVE TO ADMIT, LOIS--
--COMLAB IS SOMETHING OF A MYSTERY.

HOW SO?
TO DATE, NO REPORTER HAS GOTTEN THE REAL STORY ON WHAT SORT OF EXPERIMENTS COMLAB IS GOING TO PERFORM.
FOR SOME REASON, NASA IS KEEPING MUM THIS TIME!


WHOEVER GETS THE PROVERBIAL "SCOOP" MIGHT JUST WIN HIMSELF A PULITZER PRIZE.
EH? WHAT'S THAT MORGAN EDGE IS SAYING--?
--AGREE WITH YOU, MR. SHORT. KENT ISN'T WELL-KNOWN NATIONALLY--

--AND REPLACING HIM WITH SOMEONE LIKE WALTER CRONKITE MIGHT JUST BE THE BEST IDEA, AFTER ALL!
GLAD YOU SEE IT MY WAY, EDGE.
?
40

MR. EDGE... MAY I SEE YOU A MOMENT?
AH, KENT... JUST THE MAN I'VE BEEN LOOKING FOR.

KENT, THIS IS TONY SHORT-- PROGRAMMING DIRECTOR FOR RALSON'S FOODS--THE COUNTRY'S LARGEST FOOD-CHAIN. HE WANTS TO SPONSOR OUR COVERAGE OF THE NATIONAL CONVENTION IN METROPOLIS THIS YEAR--
--BUT THERE'S A SNAG.

TONY DOESN'T WANT YOU.

YOU'RE A BIG MAN IN METROPOLIS, KENT-- BUT NATIONALLY, YOU'RE ZILCH.
SO--

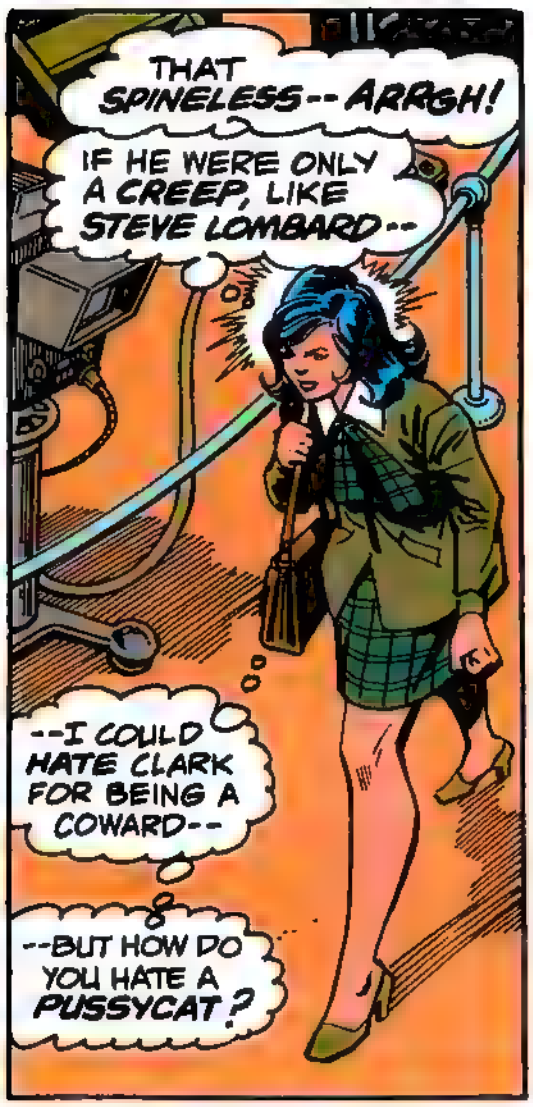
--COME CONVENTION-TIME, I'LL BE REPLACING YOU WITH SOMEONE WHO HAS A HIGHER VIEWER RECOGNITION FACTOR.
LIKE WALTER CRONKITE... ROGER MUDD... DAN RATHER...

ONLY A TEMPORARY REPLACEMENT, OF COURSE... UNLESS OUR RATINGS RISE...

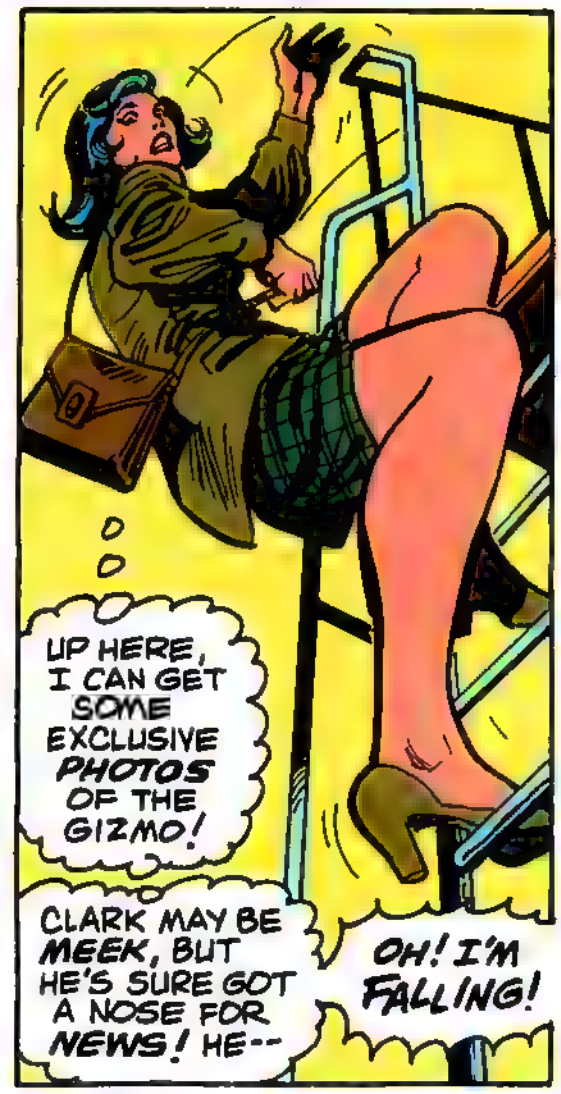
CLARK KENT! ARE YOU GOING TO LET HIM DO THAT TO YOU?
TAKE AWAY THE BIGGEST STORY OF YOUR CAREER?
ARE YOU?

AH... YES, LOIS... AS A MATTER OF FACT... I AM.

OOOHH!
SOMETIMES YOU MAKE ME SO MAD I COULD SCREAM!


THAT SPINELESS-- ARRGH!
IF HE WERE ONLY A CREEP, LIKE STEVE LOMBARD--
--I COULD HATE CLARK FOR BEING A COWARD--
--BUT HOW DO YOU HATE A PUSSYCAT?

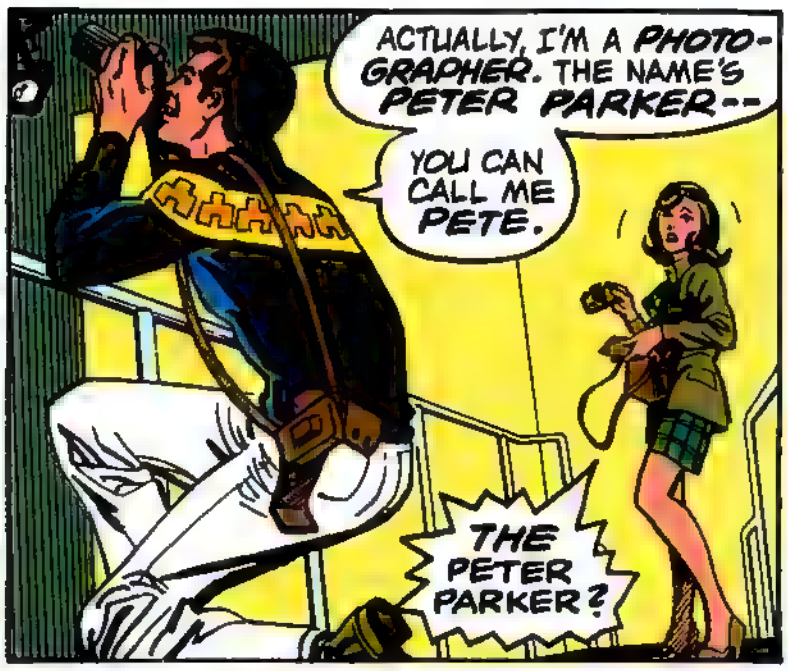
AH, WELL-- THE WORST THING A WOMAN CAN DO--
--IS TRY AND CHANGE THE MEN AROUND HER.
HEY-- THAT SCAFFOLD OVER THE COMLAB!


UP HERE, I CAN GET SOME EXCLUSIVE PHOTOS OF THE GIZMO!
CLARK MAY BE MEEK, BUT HE'S SURE GOT A NOSE FOR NEWS! HE--
OH! I'M FALLING!

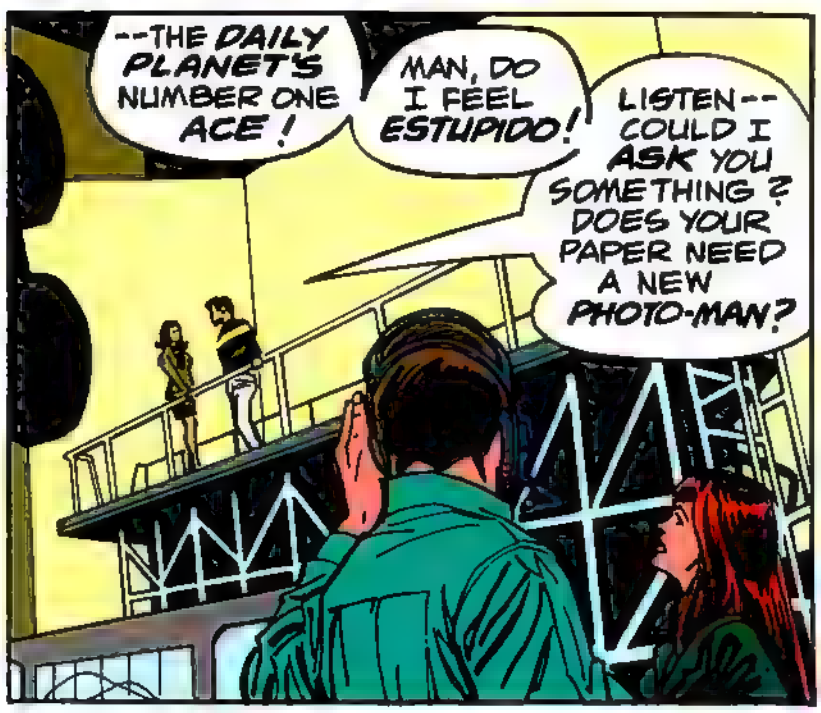
EASY, MISS. I'VE GOT YOU!

THAT'S SOME DROP YOU ALMOST MADE.
YOU DO THIS SORTA THING OFTEN?

TOO OFTEN, ACCORDING TO SUPERMAN.
MY NAME'S LOIS LANE... I'M A REPORTER!
WELL, THAT MAKES TWO OF US!
HUH?

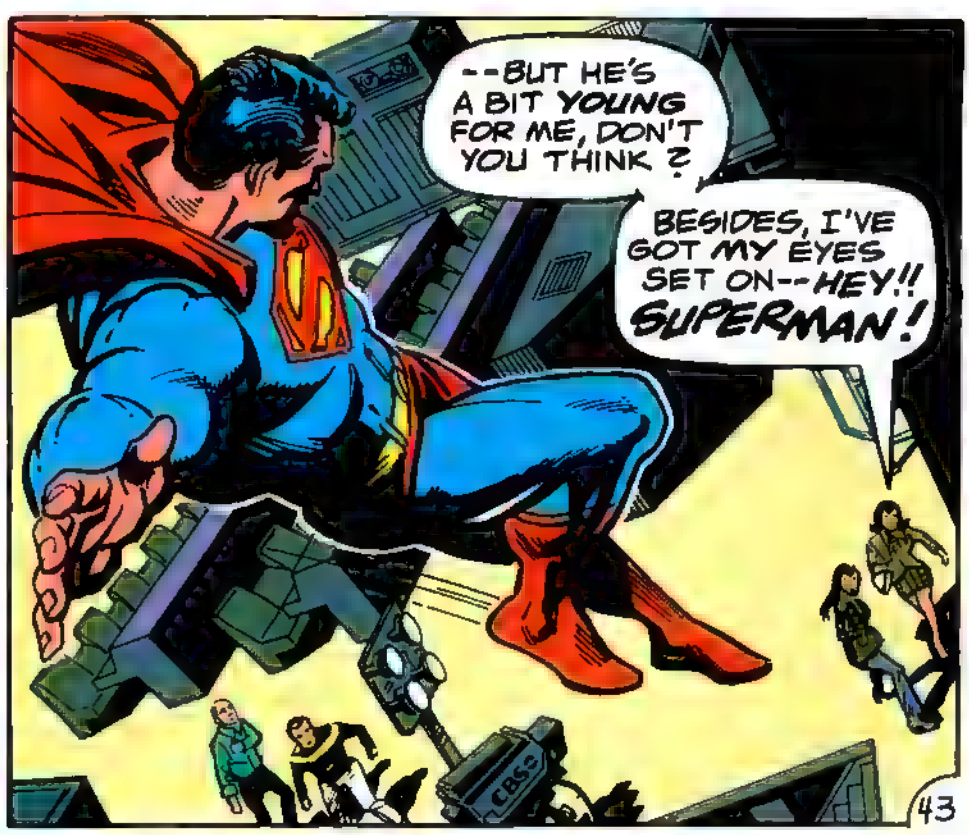

ACTUALLY, I'M A PHOTOGRAPHER. THE NAME'S PETER PARKER--
YOU CAN CALL ME PETE.
THE PETER PARKER?

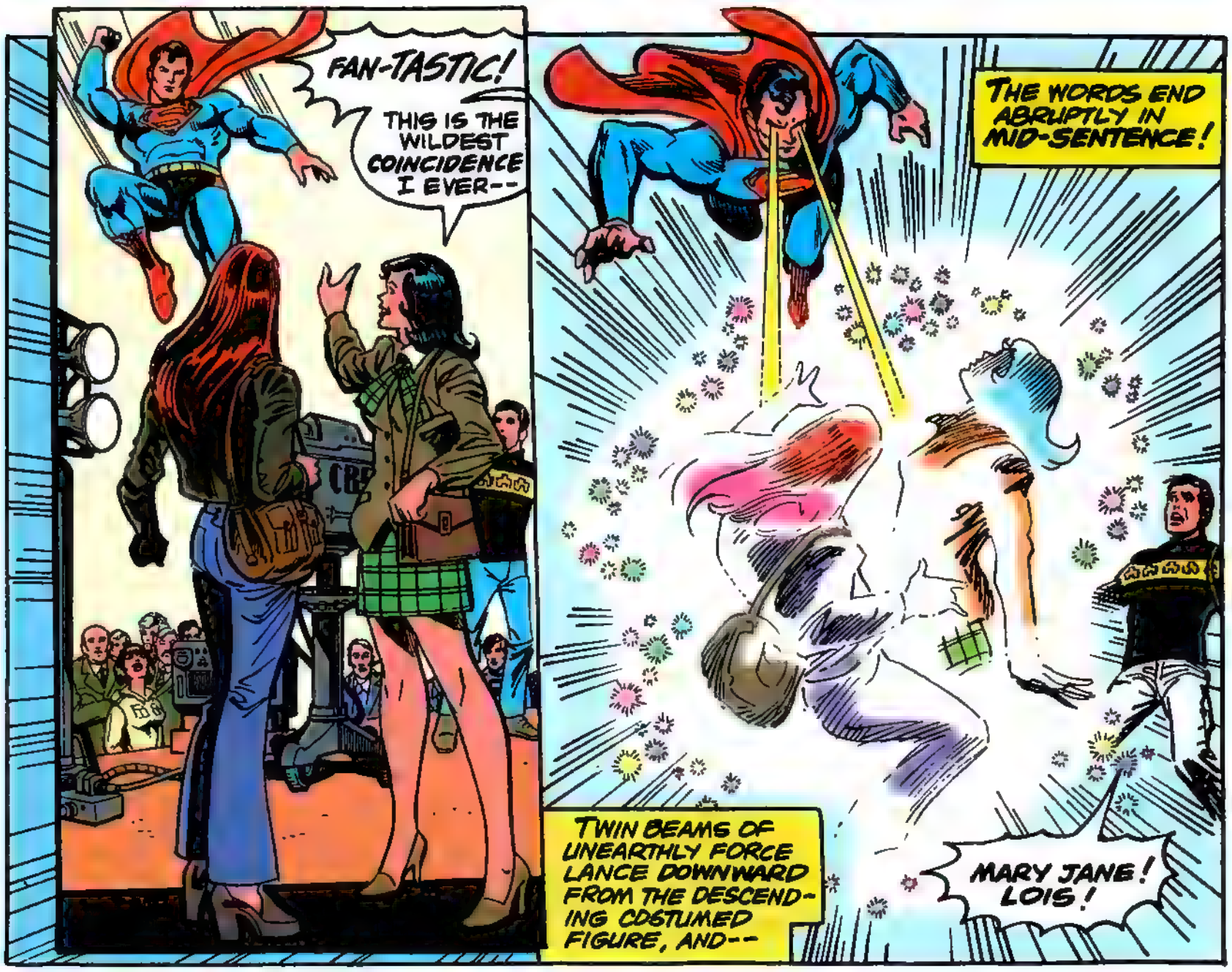
THE PETER PARKER WHOSE NEWSPHOTOS ALMOST WON LAST YEAR'S NEWSGUILD AWARD?
HEY--
I JUST REALIZED--
LOIS LANE--

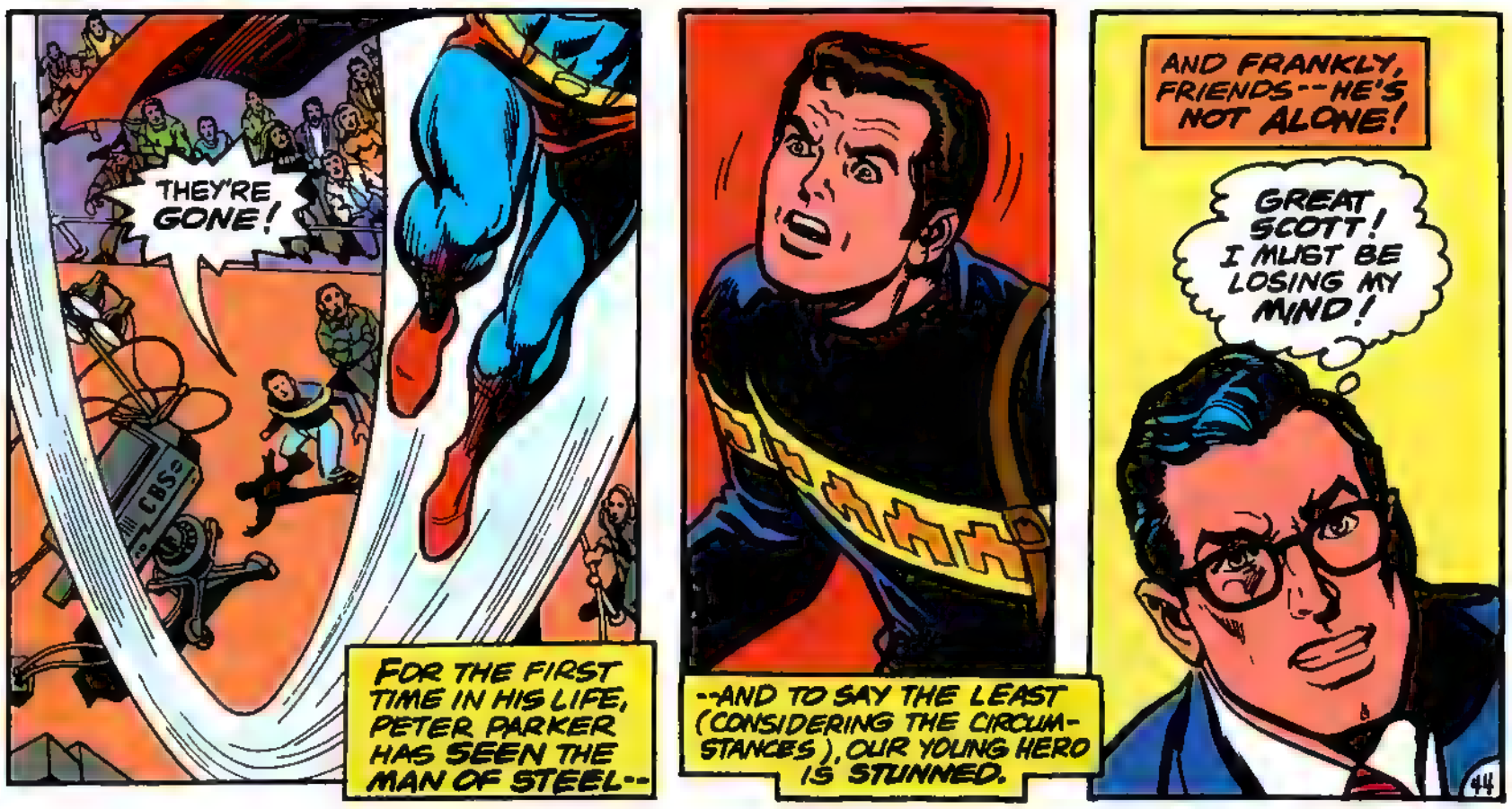

--THE DAILY PLANET'S NUMBER ONE ACE!
MAN, DO I FEEL ESTUPIDO!
LISTEN-- COULD I ASK YOU SOMETHING? DOES YOUR PAPER NEED A NEW PHOTO-MAN?

HIYA, WOLF. WHO'S YOUR FRIEND?
MJ--MEET LOIS. MJ'S A PAL OF MINE, MISS LANE.
"MISS"?

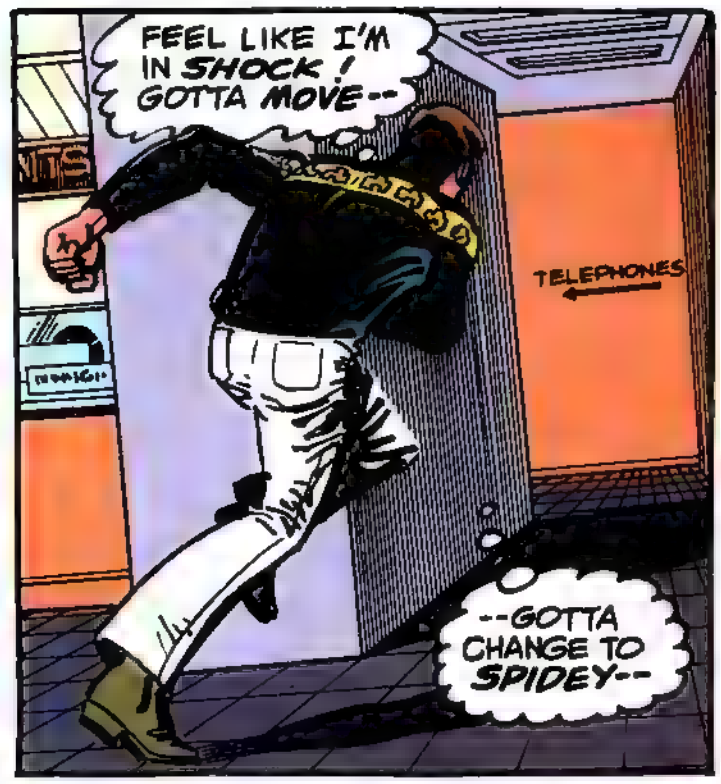
I GUESS YOU'RE NOT THE LIBERATED TYPE--eh, "MISS" LANE?
PULL THE CLAWS IN, MJ.
SOME MEN LIKE THAT SORT OF THING. SOME MEN DIG THEIR WOMEN, "FEMININE".
PETER'S CUTE--
RIGHT, PETER DEAR?

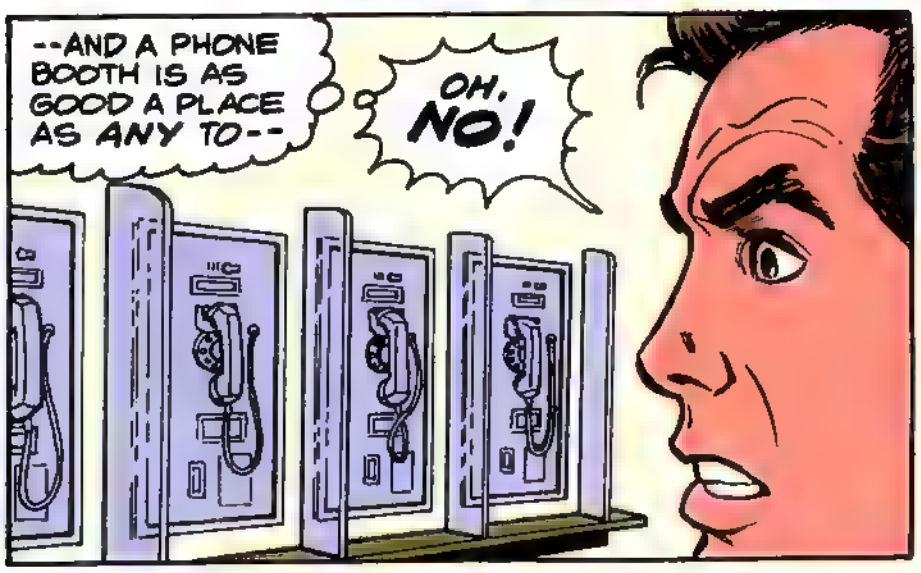

--BUT HE'S A BIT YOUNG FOR ME, DON'T YOU THINK?
BESIDES, I'VE GOT MY EYES SET ON--HEY!! SUPERMAN!
CBS


FAN-TASTIC!
THIS IS THE WILDEST COINCIDENCE I EVER--
THE WORDS END ABRUPTLY IN MID-SENTENCE!
TWIN BEAMS OF UNEARTHLY FORCE LANCE DOWNWARD FROM THE DESCENDING COSTUMED FIGURE, AND--
MARY JANE! LOIS!


THEY'RE GONE!
FOR THE FIRST TIME IN HIS LIFE, PETER PARKER HAS SEEN THE MAN OF STEEL--
--AND TO SAY THE LEAST (CONSIDERING THE CIRCUMSTANCES), OUR YOUNG HERO IS STUNNED.
AND FRANKLY, FRIENDS--HE'S NOT ALONE!
GREAT SCOTT! I MUST BE LOSING MY MIND!

WHAT JUST HAPPENED ISN'T POSSIBLE -- UNLESS --
PHONE BOOTHS!
WHERE'RE THE PHONE BOOTHS?
WHAT--? OH.
OVER THERE.


FEEL LIKE I'M IN SHOCK! GOTTA MOVE--
TELEPHONES
--GOTTA CHANGE TO SPIDEY--


--AND A PHONE BOOTH IS AS GOOD A PLACE AS ANY TO--
OH, NO!

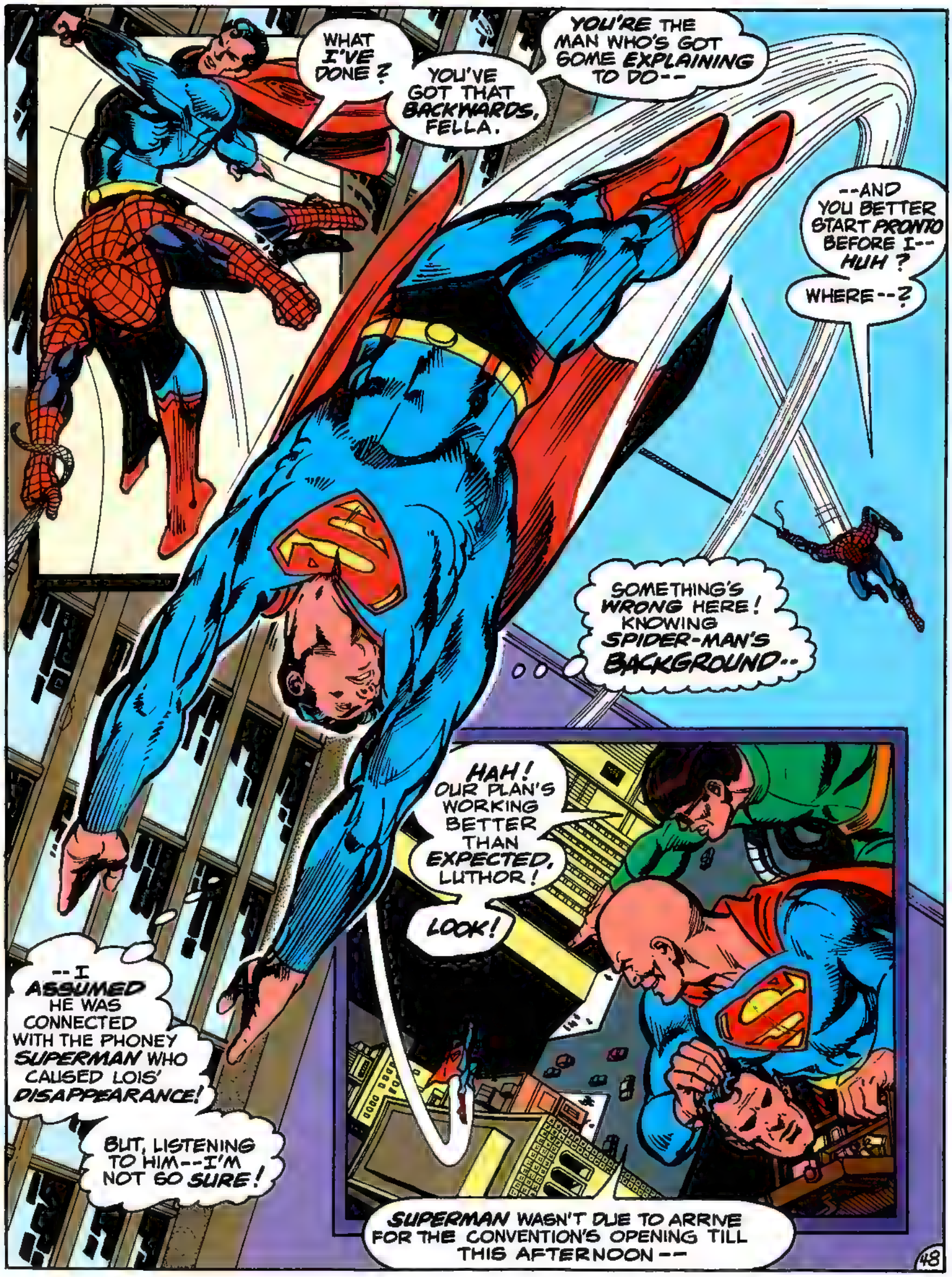
I FORGOT--MA BELL REPLACED MOST OF THE CITY'S BOOTHS WITH STALLS OVER A YEAR AGO!
BEST BET NOW IS--

--THE ROOF!
FIRST I'LL TUCK MY CLOTHES IN A WEB BAG-- THEN SWITCH TO SPIDEY.
FUNNY--I'M STILL DAZED. CAN HARDLY BELIEVE THIS IS HAPPENING!

ALL MY LIFE I'VE HEARD OF THAT SUPER-GUY-- AND NOW, WHEN I MEET HIM--
WAIT! MY SPIDER-SENSE-- RINGING LIKE A CHOW BELL!

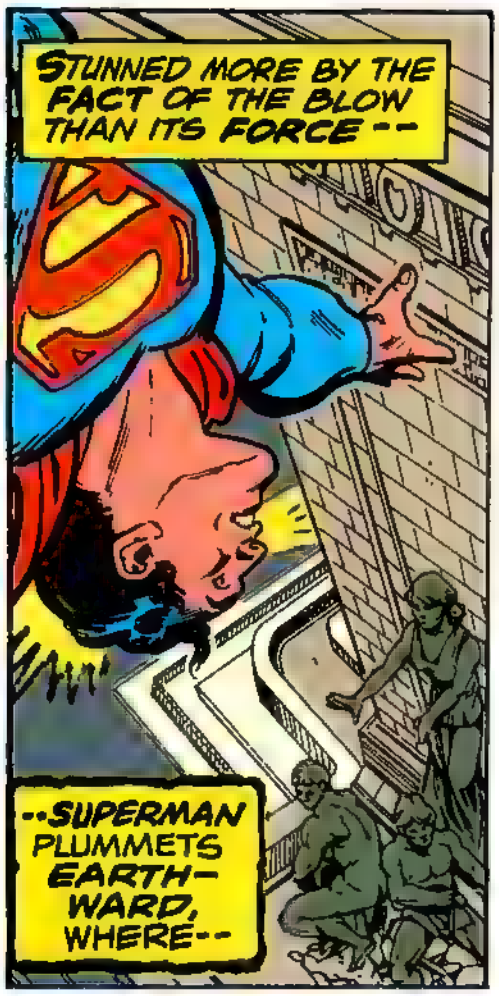
HE'S HERE-- ABOVE ME!
WEB-SHOOTERS, DON'T FAIL ME NOW!
FWIT
45

FAR BELOW, ON THE STREETS SURROUNDING MANHATTAN'S COLUMBUS CIRCLE, EYES TURN SKYWARD AND PEDESTRIANS STARE.
AND HONESTLY, PILGRIM...
CAN YOU BLAME THEM?
FAAAAAAAAR OUT! IT'S REALLY YOU...
SUPERMAN!
CORRECT, WEB-SLINGER. I'VE HEARD REPORTS ABOUT YOU.
YOU BETTER HAVE AN EXPLANATION FOR WHAT YOU'VE DONE--OR, MY FRIEND, TAKE MY WORD--
--YOU'RE GOING TO BE SORRY!
chapter 2
"WHEN HEROES CLASH!"
46
47

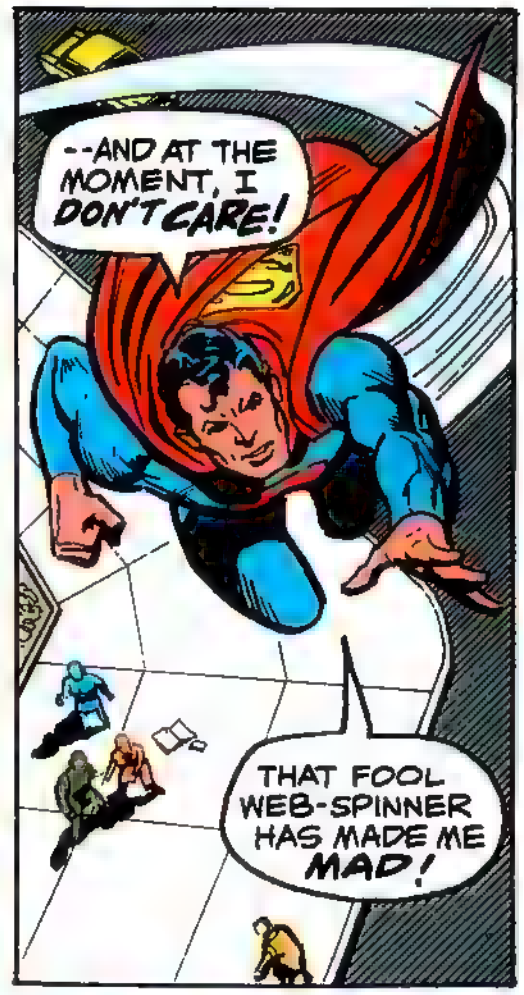

WHAT I'VE DONE?
YOU'VE GOT THAT BACKWARDS, FELLA.
YOU'RE THE MAN WHO'S GOT SOME EXPLAINING TO DO--
--AND YOU BETTER START PRONTO BEFORE I-- HUH?
WHERE--?
SOMETHING'S WRONG HERE! KNOWING SPIDER-MAN'S BACKGROUND..
HAH! OUR PLAN'S WORKING BETTER THAN EXPECTED, LUTHOR!
LOOK!
--I ASSUMED HE WAS CONNECTED WITH THE PHONEY SUPERMAN WHO CAUSED LOIS' DISAPPEARANCE!
BUT, LISTENING TO HIM--I'M NOT SO SURE!
SUPERMAN WASN'T DUE TO ARRIVE FOR THE CONVENTION'S OPENING TILL THIS AFTERNOON--
48

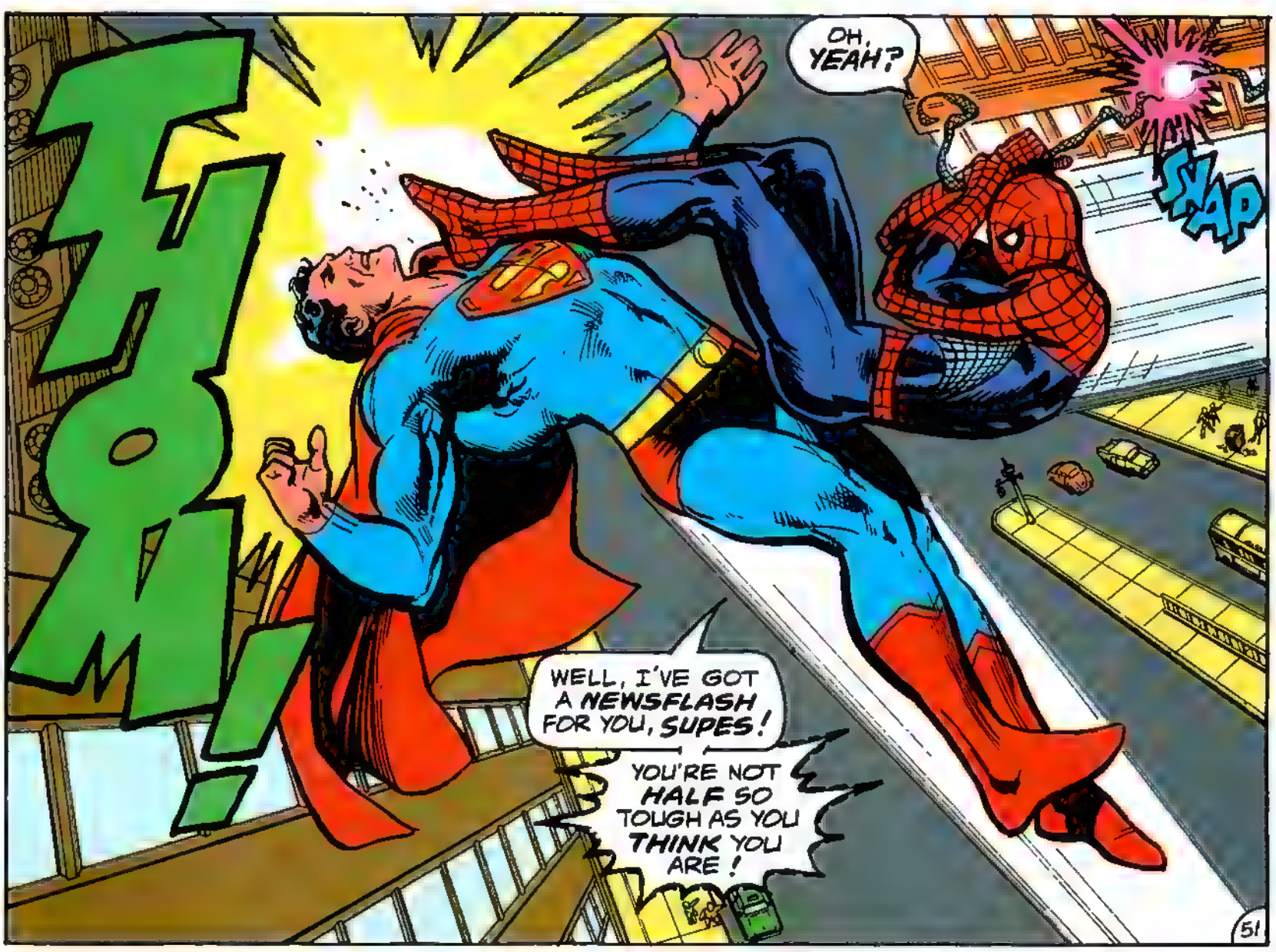
"--BUT CONSIDERING THE OPPORTUNITY THIS SUPPLIES US WITH, I SUPPOSE WE SHOULDN'T COMPLAIN.
"SPIDER-MAN APPEARS DETERMINED TO BATTLE OUR FLYING FOE, OCTOPUS."
SINCE HE'S BEING SO COOPERATIVE -- WHY DON'T WE GIVE HIM AN ASSIST ?
YOU MEAN-- THAT RED SUN RADIATION DEVICE YOU PREPARED ?
PRECISELY!
"THOUGH THE RADIATION-CHARGE IS PURELY TEMPORARY, IT SHOULD STIR UP THINGS RATHER NICELY, INDEED!"
SPIDER-MAN, I'VE BEEN THINKING.
PERHAPS ALL THIS IS A MISTAKE...!
YOU BET THERE'S BEEN A MISTAKE...
49

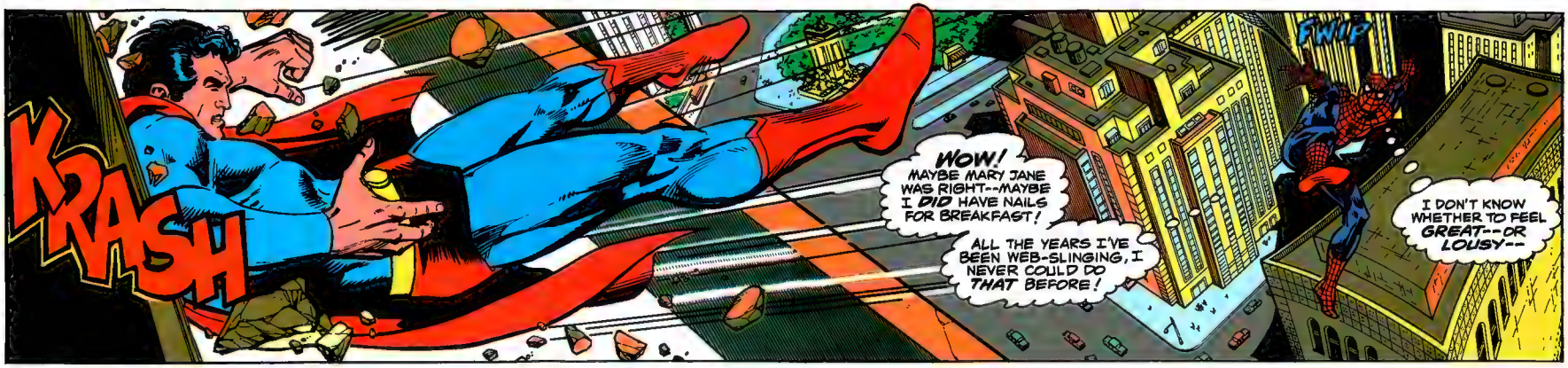
...AND, BUSTER, YOU MADE IT!
KAPOW
50


STUNNED MORE BY THE FACT OF THE BLOW THAN ITS FORCE --
--SUPERMAN PLUMMETS EARTH-WARD, WHERE--

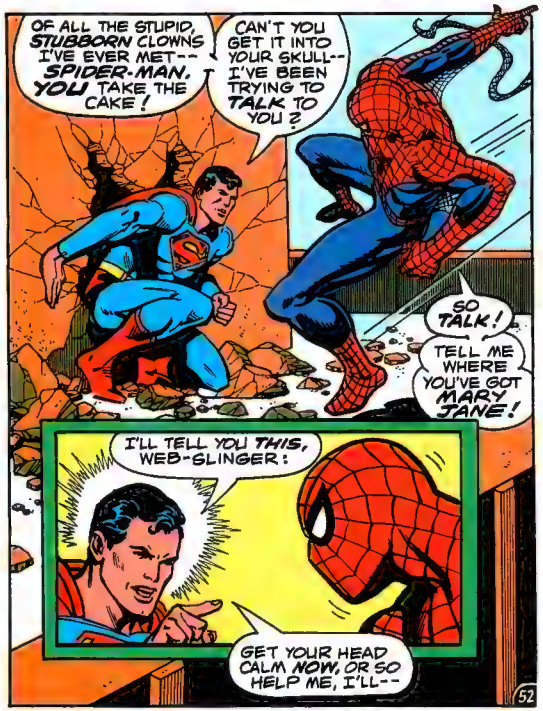
ALMOST SMASHED THAT STATUE!
I DON'T KNOW WHERE SPIDER-MAN GOT SUCH POWER--


--AND AT THE MOMENT, I DON'T CARE!
THAT FOOL WEB-SPINNER HAS MADE ME MAD!


OH, YEAH?
SNAP
WELL, I'VE GOT A NEWSFLASH FOR YOU, SUPES!
YOU'RE NOT HALF SO TOUGH AS YOU THINK YOU ARE!
51

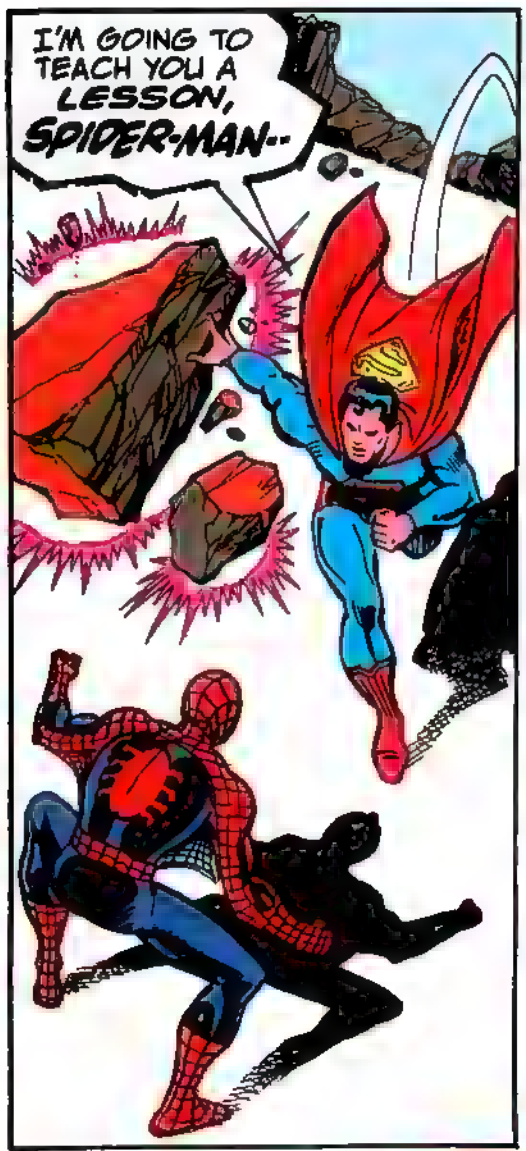

KRASH
WOW! MAYBE MARY JANE WAS RIGHT--MAYBE I DID HAVE NAILS FOR BREAKFAST!
ALL THE YEARS I'VE BEEN WEB-SLINGING, I NEVER COULD DO THAT BEFORE!
FWIP
I DON'T KNOW WHETHER TO FEEL GREAT--OR LOUSY--

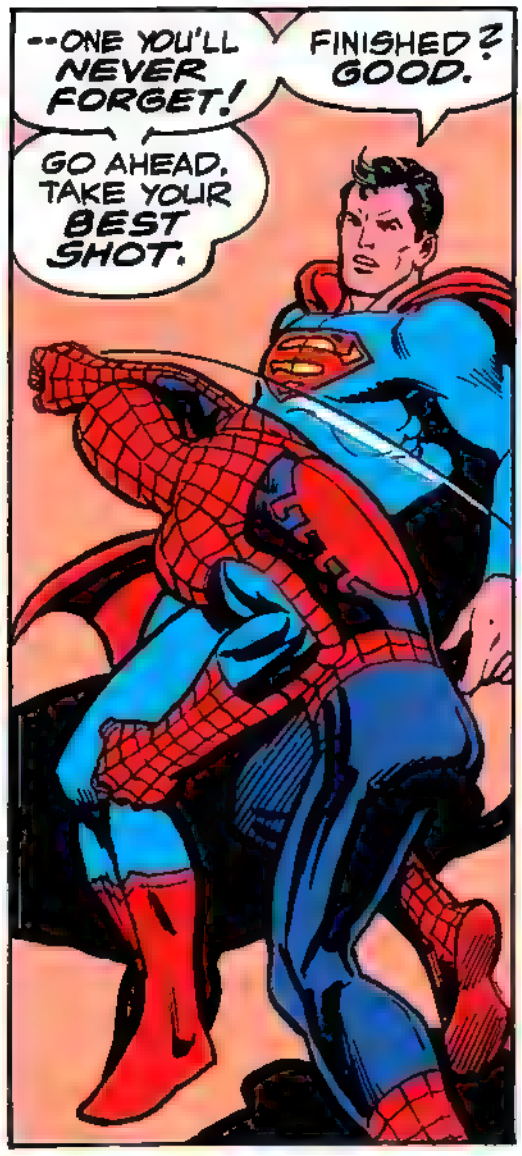
HE'S SUPPOSED TO BE ONE OF THE TOUGHEST GUYS AROUND--
--AND HERE I AM FIGHTING HIM, LIKE HE'S A COMMON CROOK--!
TALK ABOUT MIND-BOGGLES!

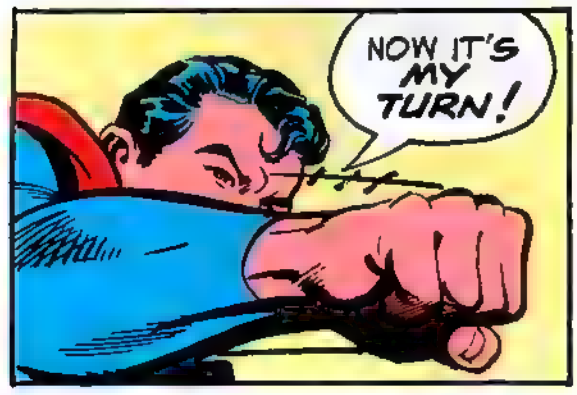

OF ALL THE STUPID, STUBBORN CLOWNS I'VE EVER MET--SPIDER-MAN, YOU TAKE THE CAKE!
CAN'T YOU GET IT INTO YOUR SKULL--I'VE BEEN TRYING TO TALK TO YOU?
SO TALK!
TELL ME WHERE YOU'VE GOT MARY JANE!
I'LL TELL YOU THIS, WEB-SLINGER:
GET YOUR HEAD CALM NOW, OR SO HELP ME, I'LL--
52

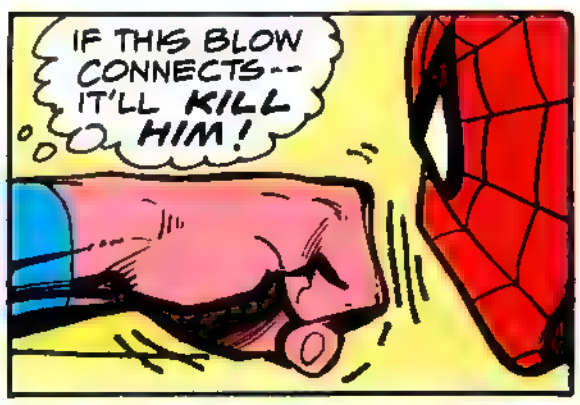
STUFF IT, SUPERMAN!
I'VE BEEN BOSSED AROUND ALL DAY--BUT NOT ANYMORE!
BAM
WE'LL TALK ON MY TERMS, UNDERSTAND?
CAN'T GET OVER HOW EASY THIS IS! MAN, IS THIS GUY OVER-RATED!

RIP
PPP
THAT DOES IT. EVEN A SUPERMAN CAN ONLY BE PUSHED SO FAR!
53









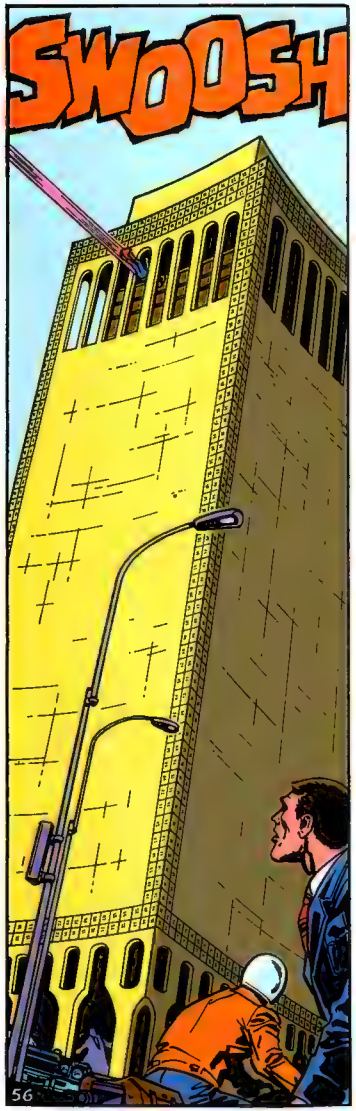
HAVE TO PULL MY PUNCH-- HOPE IT'S IN TIME!

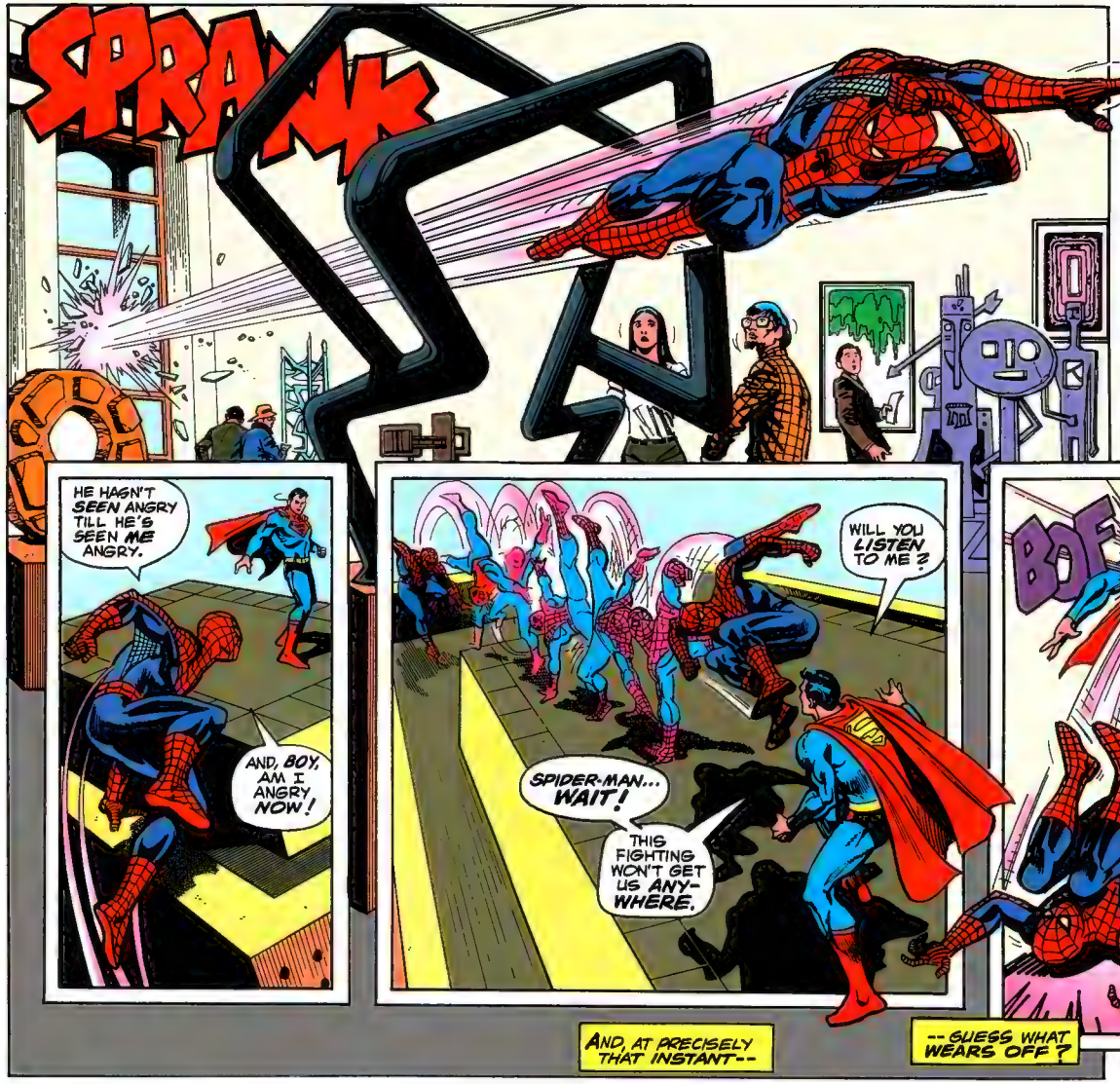
BUT, THOUGH THE PUNCH IS STOPPED, THE WIND-BLAST IS NOT!

A SECOND LATER, THE SHOCK WAVE STRIKES--

54

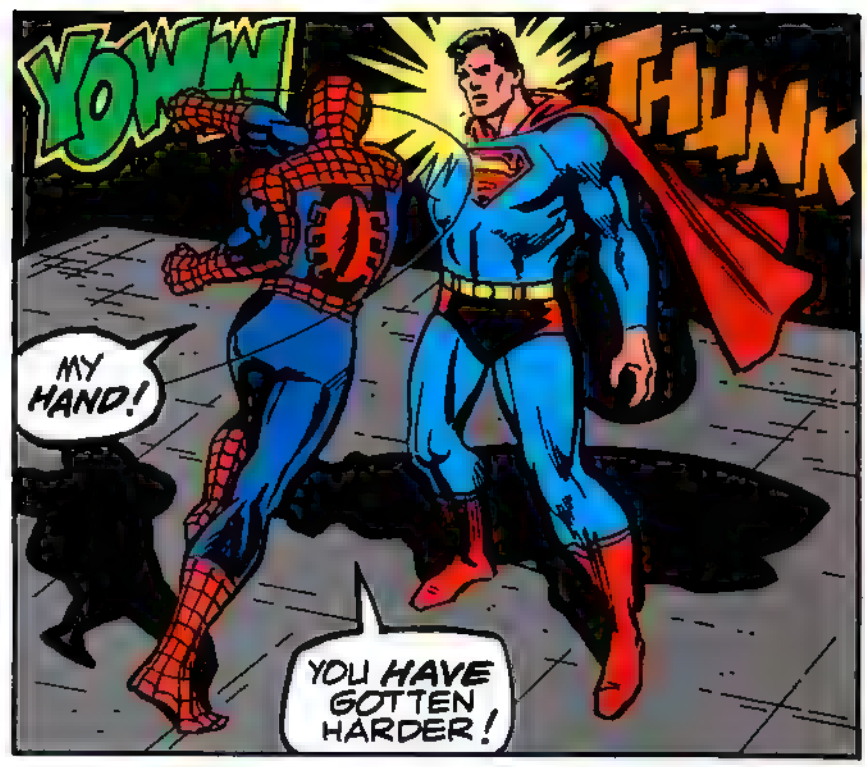
--WITH THE FORCE OF A COMPACT HURRICANE!
GW
EEYOW
55


SWOOSH

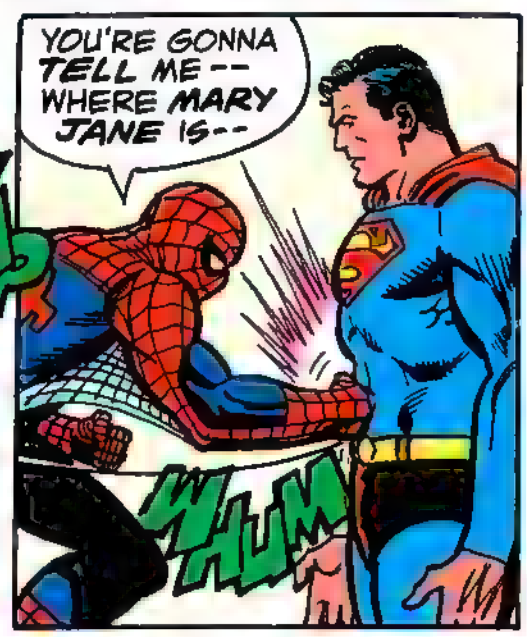

SPRANK
HE HASN'T SEEN ANGRY TILL HE'S SEEN ME ANGRY.
AND, BOY, AM I ANGRY NOW!
WILL YOU LISTEN TO ME?
SPIDER-MAN... WAIT!
THIS FIGHTING WON'T GET US ANY-WHERE.
AND, AT PRECISELY THAT INSTANT--
BOF
THUD
--GUESS WHAT WEARS OFF?

SKRE SH
SO SUPES THOUGHT HE WAS ANGRY, HUH?

SPIDER-MAN...
HOW'D YOU GET SO HARD SO SUDDENLY?
IS THIS A TRICK OR WHAT?


YOWW
THUNK
MY HAND!
YOU HAVE GOTTEN HARDER!

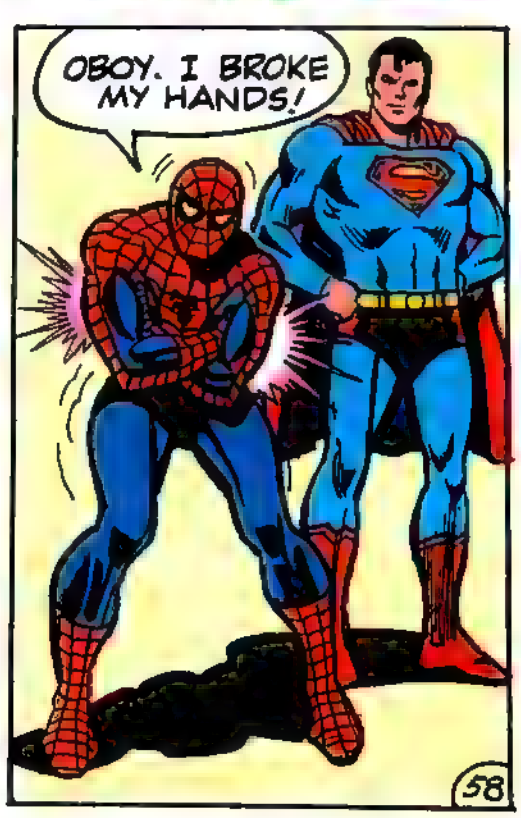
WELL, WHATEVER IT IS--UHHH--IT WON'T WORK!
THUMP

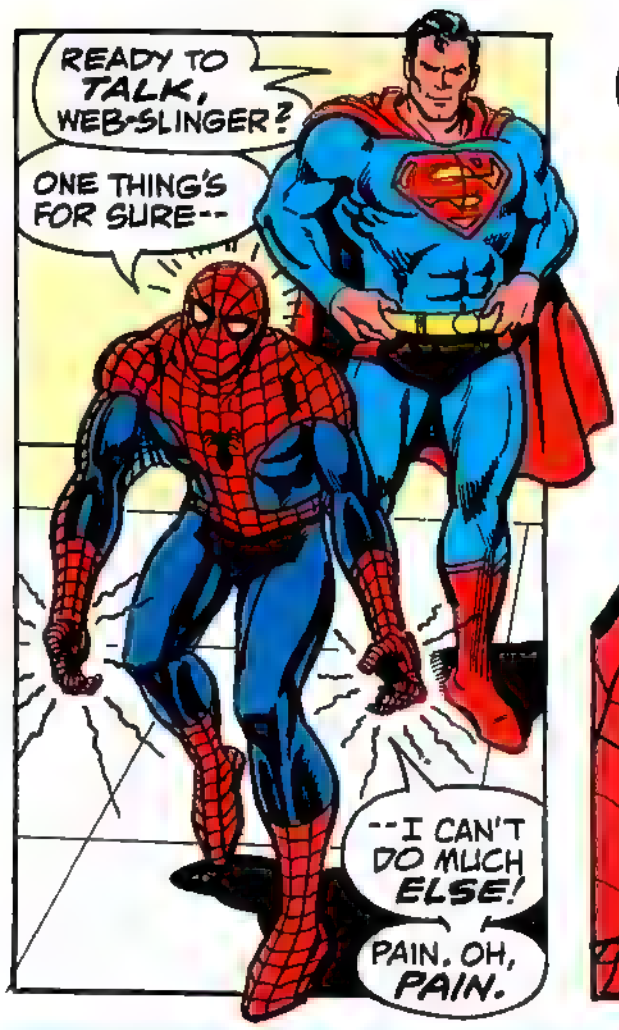

YOU'RE GONNA TELL ME -- WHERE MARY JANE IS--
WHUM

--OR I'LL TEAR YOU APART!
WAK
WAK WAK

WHAMWHAMWHAM
THAP THAP THAP

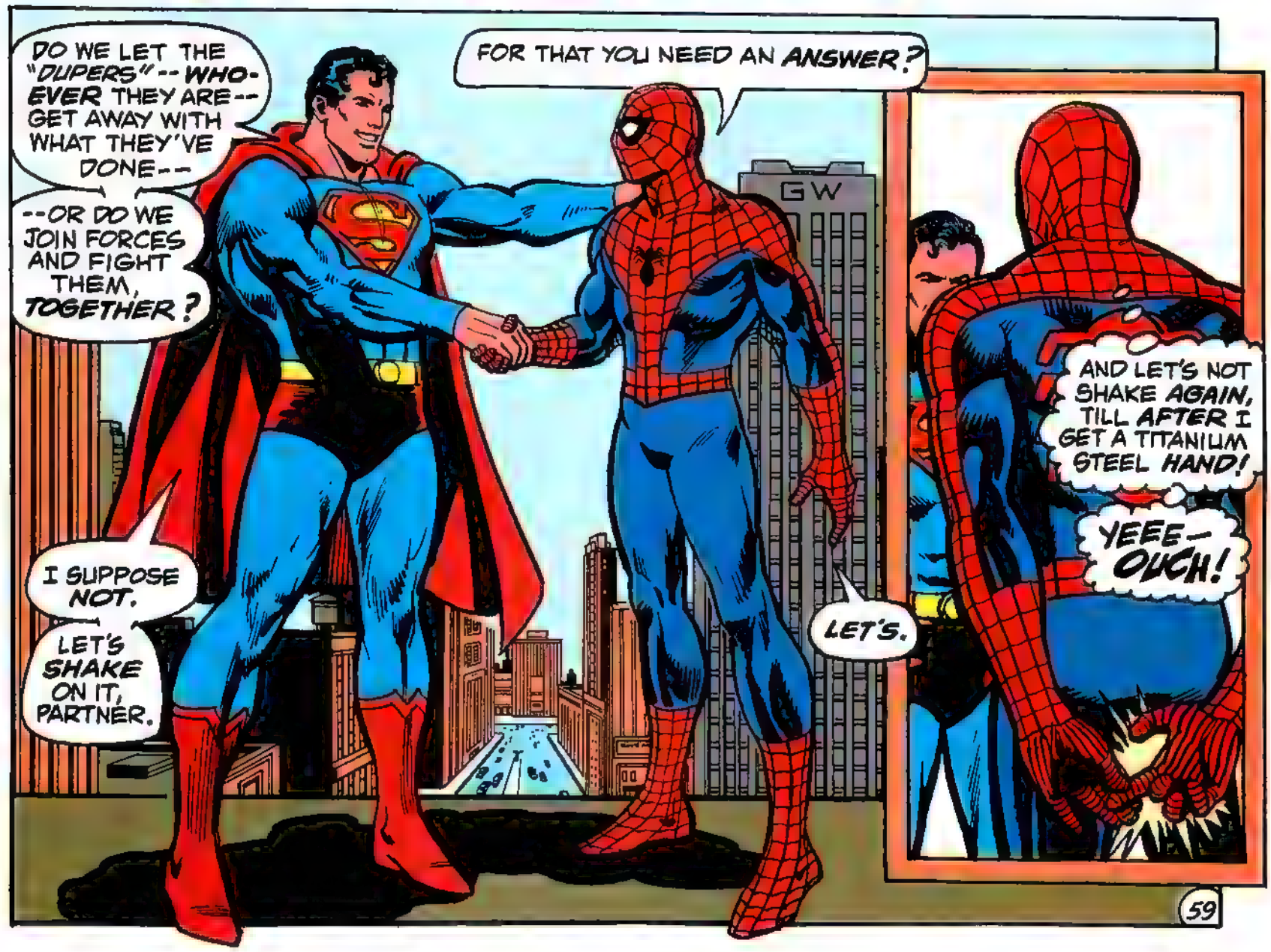
OBOY.

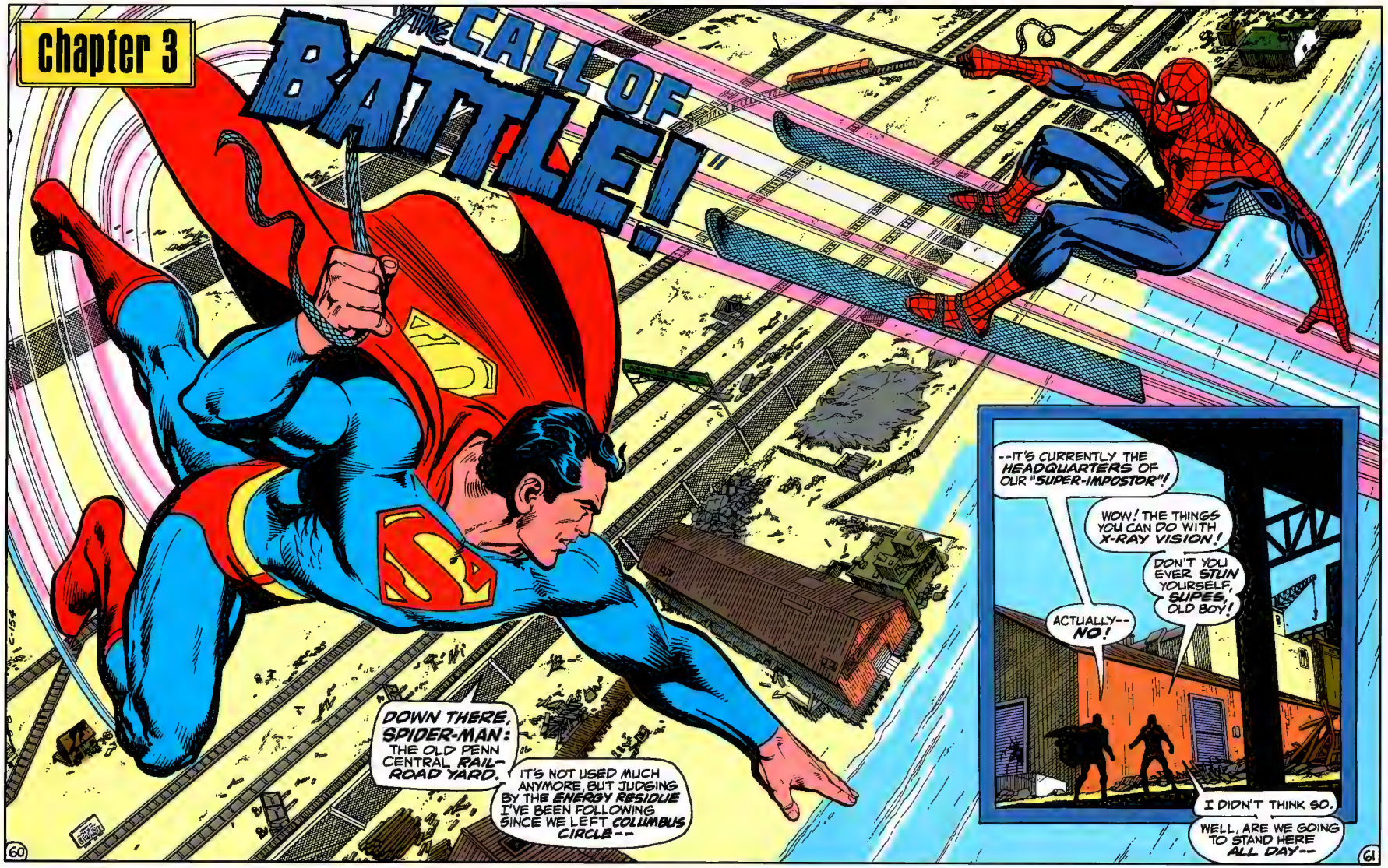

OBOY. I BROKE MY HANDS!
58


READY TO TALK, WEB-SLINGER?
ONE THING'S FOR SURE--
--I CAN'T DO MUCH ELSE!
PAIN. OH, PAIN.

I'M SINCERELY SORRY ABOUT THAT, SPIDER-MAN. BELIEVE ME.
Y'KNOW SOMETHING--MAYBE YOU ARE.
I THINK IT'S TIME WE COMPARED NOTES, DON'T YOU?
SUPER-GUY, I'M ALL EARS.

ONE LARGE LUMP OF EXPOSITION LATER...
PAL-- WE'VE BEEN DUPED.
UNDOUBTEDLY. THE QUESTION IS:


DO WE LET THE "DUPERS"-- WHOEVER THEY ARE-- GET AWAY WITH WHAT THEY'VE DONE--
--OR DO WE JOIN FORCES AND FIGHT THEM, TOGETHER?
I SUPPOSE NOT.
LET'S SHAKE ON IT, PARTNER.
FOR THAT YOU NEED AN ANSWER?
LET'S.
AND LET'S NOT SHAKE AGAIN, TILL AFTER I GET A TITANIUM STEEL HAND!
YEEE-- OUCH!
GW
59


chapter 3
The CALL OF BATTLE!
DOWN THERE, SPIDER-MAN: THE OLD PENN CENTRAL RAILROAD YARD.
IT'S NOT USED MUCH ANYMORE, BUT JUDGING BY THE ENERGY RESIDUE I'VE BEEN FOLLOWING SINCE WE LEFT COLUMBUS CIRCLE--
--IT'S CURRENTLY THE HEADQUARTERS OF OUR "SUPER-IMPOSTOR"!
WOW! THE THINGS YOU CAN DO WITH X-RAY VISION!
DON'T YOU EVER STUN YOURSELF, SUPES, OLD BOY!
ACTUALLY-- NO!
I DIDN'T THINK SO.
WELL, ARE WE GOING TO STAND HERE ALL DAY--
60
61

--OR IS ONE OF US GOING INSIDE?
DON'T BOTHER ANSWERING THAT ONE, SUPES.
"YOU ASK A STUPID QUESTION--"
"--YOU GET A STUPID ANSWER."
GOOD LUCK, WEB-SLINGER.

LUCK I DON'T NEED!
A GOOD FLASHLIGHT, ON THE OTHER HAND--

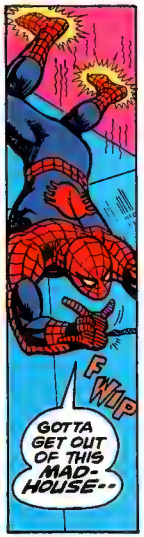
THONK
HUH?
THE OLD "SUDDENLY SHUTTING DOOR" TRICK, eh?

TOO BAD. I WAS HOPING FOR SOMETHING MORE IMAGINA--
WHOOPS! MACHINE GUNS IN THE FLOOR-BOARDS--
BRATTA
SOMETHING TELLS ME I SHOULD HAVE KEPT MY MOUTH SHUT!

WELL, ONE GOOD THING ABOUT BEING A HUMAN SPIDER-- WHEN FLOORS GET TOO STICKY, YOU CAN ALWAYS WALK ON WALLS. I--
YAAAH!
ZZZ
THE WALLS-- ELECTRIFIED!

OKAY! FLOORS AND WALLS ARE OUT! MAYBE THE CEILING--
TAKKA

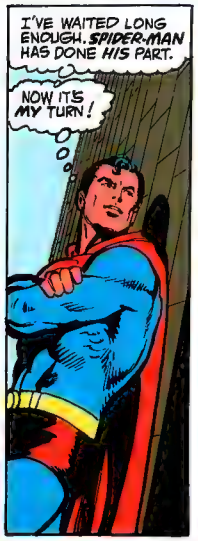
UHHH!
RED HOT!


FWIP
GOTTA GET OUT OF THIS MAD-HOUSE--

--BEFORE IT KILLS ME!
WHEW! AT LEAST I'M SAFE OUT HERE IN--

NOW WHAT?
MY SPIDER-SENSE-- WARNING ME--
THERE'S SORT OF A WIRE SCREEN--
-- DESIGNED TO SLICE ME APART LIKE A VEGEMATIC!

DODGE--
--DUCK--
--FLIP--
ONE MORE TURN--
I MADE IT!


I'VE WAITED LONG ENOUGH. SPIDER-MAN HAS DONE HIS PART.
NOW IT'S MY TURN!

ACME IMPORTERS
SWOOSH!

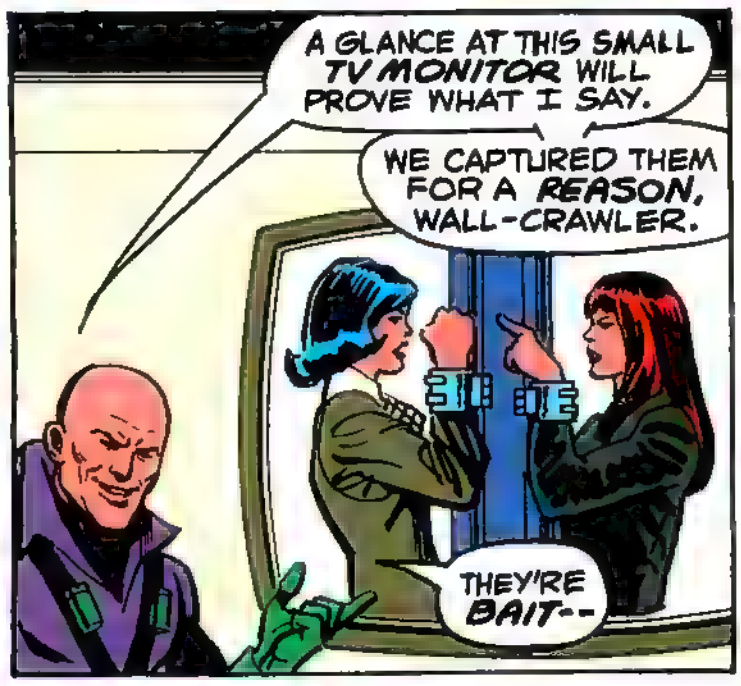
THRAA
RRAM!

SUPERMAN!
WHAM!
YOU'RE NOT MUCH ON THE SUBTLE APPROACH, ARE YOU, BIG FELLA?
HEY! LOOK WHO'RE PLAYING MOUSE! DOC OCK AND--
--LEX LUTHOR. VERY PERCEPTIVE!

AS YOU CAN SEE, LEX AND I HAVE JOINED FORCES--
--EVEN AS YOU HAVE--

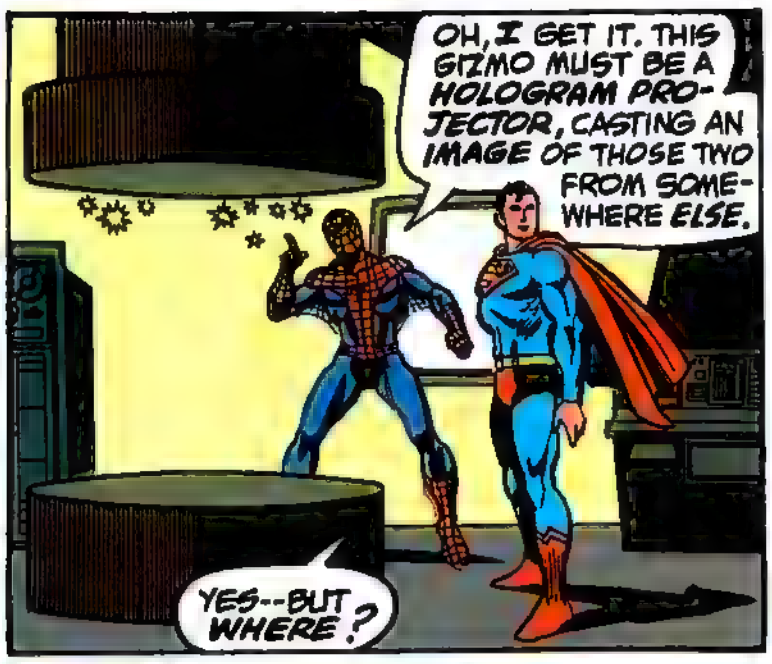
--THOUGH OUR TEAMING IS FOR A SOMEWHAT LESS ALTRUISTIC REASON.
JUST TELL ME WHERE LOIS IS, LUTHOR--
YEAH, AND THE KID WITH HER!
OR ELSE WE'LL--

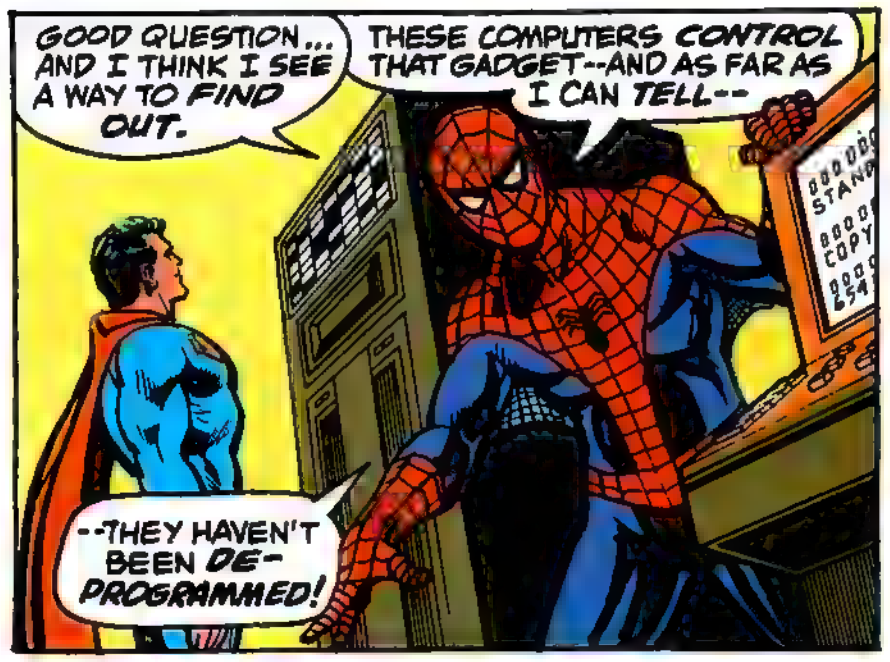
TEMPER, SPIDER-MAN, TEMPER!
THE GIRLS HAVEN'T BEEN HARMED, I ASSURE YOU.

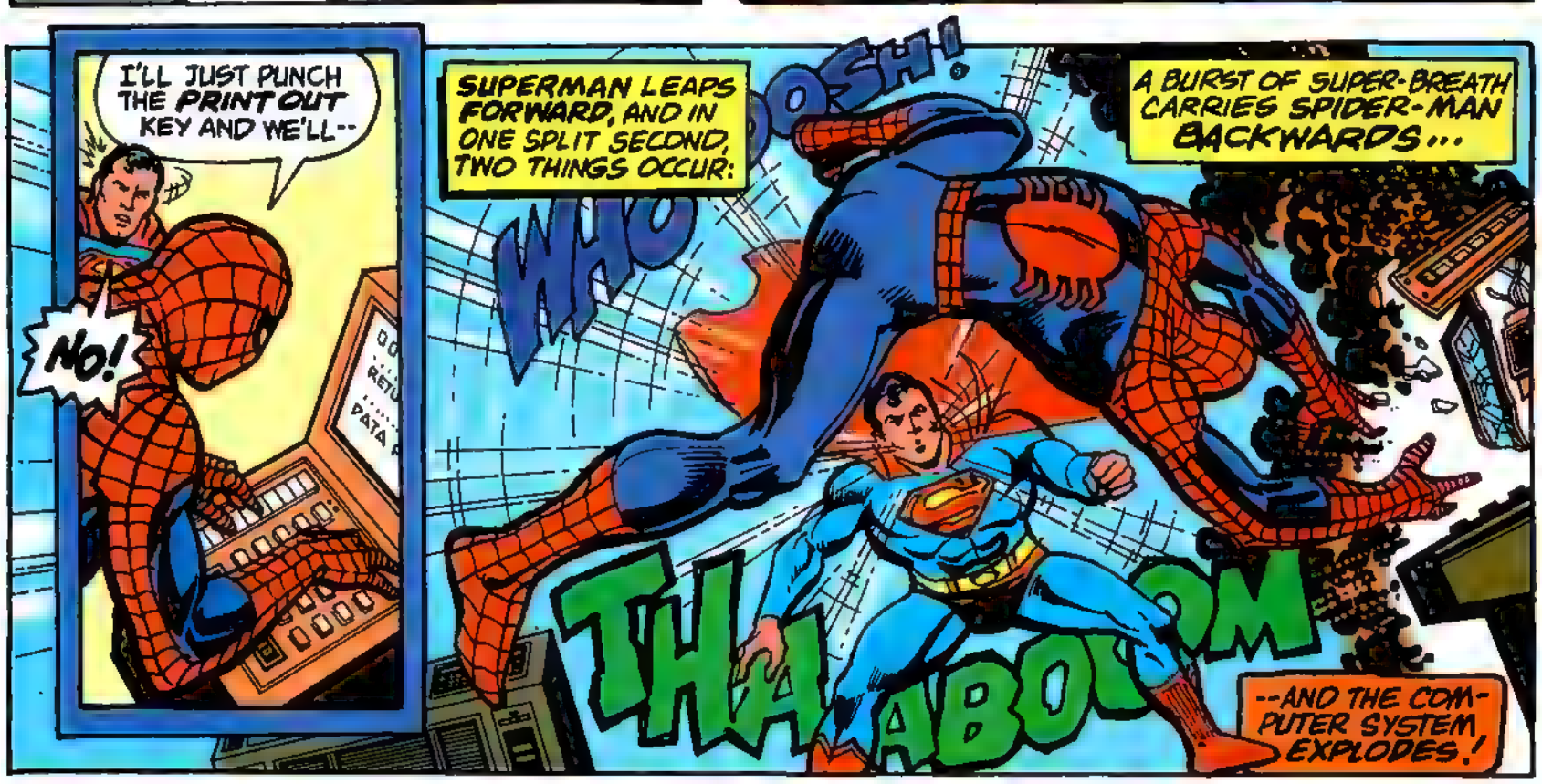

A GLANCE AT THIS SMALL TV MONITOR WILL PROVE WHAT I SAY.
WE CAPTURED THEM FOR A REASON, WALL-CRAWLER.
THEY'RE BAIT--

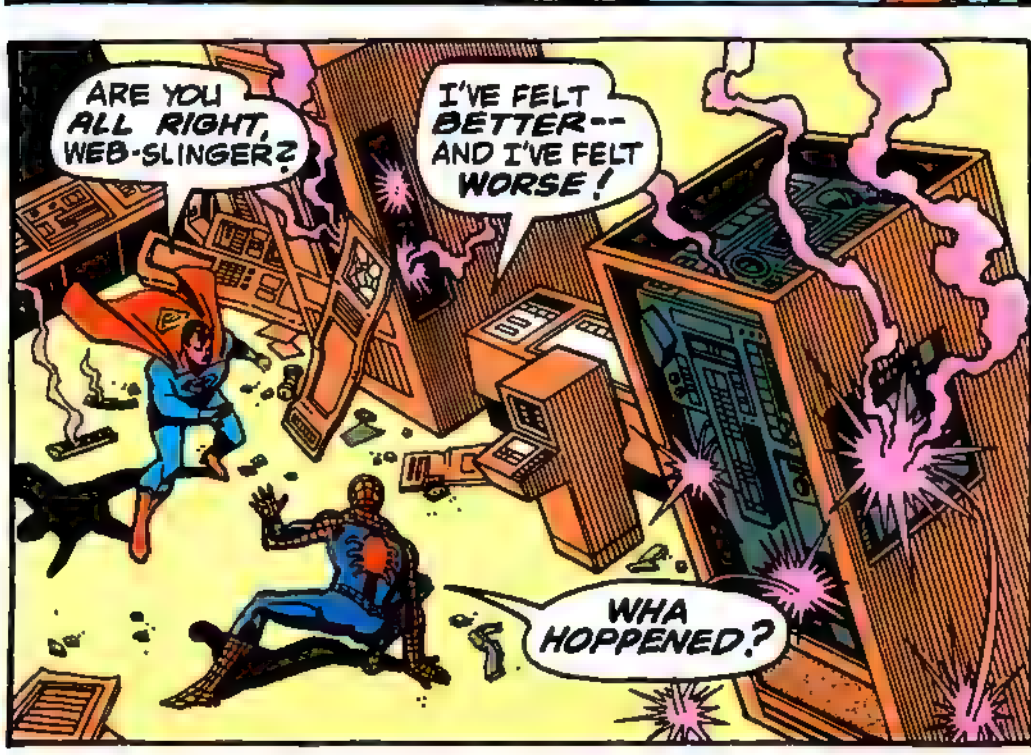
--AND BY BRINGING YOU TO US, THEY'VE ACHIEVED THEIR PURPOSE.
OF COURSE, THE GAME ISN'T OVER YET.
NO...AS A MATTER OF FACT...

...IT HASN'T YET BEGUN!
WHAT? VANISHING--?
HAHAHAHA
GRAB THEM, BEFORE--

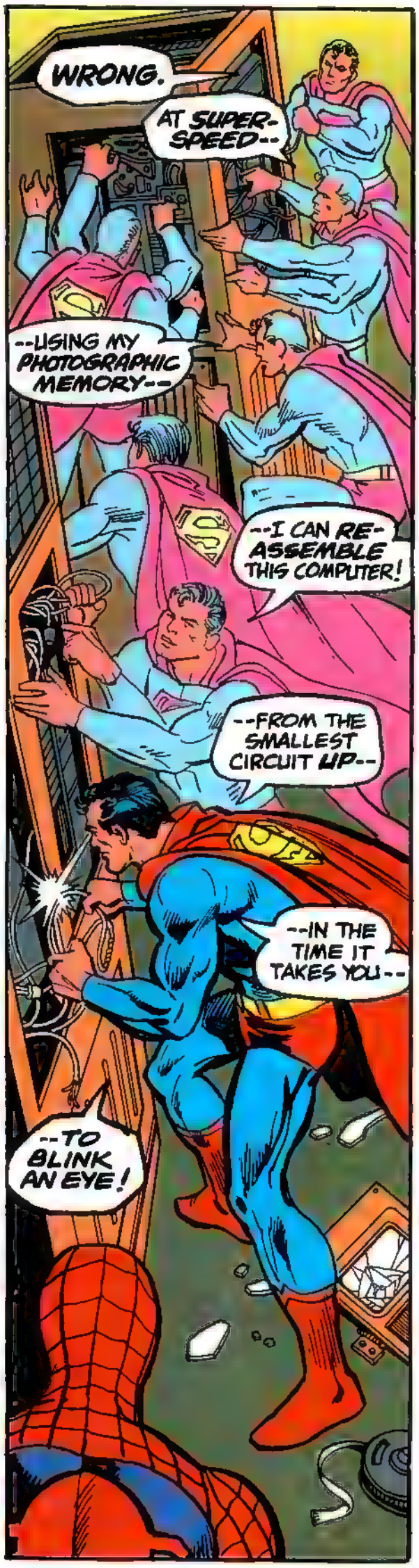

OH, I GET IT. THIS GIZMO MUST BE A HOLOGRAM PROJECTOR, CASTING AN IMAGE OF THOSE TWO FROM SOMEWHERE ELSE.
YES--BUT WHERE?


GOOD QUESTION... AND I THINK I SEE A WAY TO FIND OUT.
THESE COMPUTERS CONTROL THAT GADGET--AND AS FAR AS I CAN TELL--
--THEY HAVEN'T BEEN DE-PROGRAMMED!


I'LL JUST PUNCH THE PRINT OUT KEY AND WE'LL--
NO!
SUPERMAN LEAPS FORWARD, AND IN ONE SPLIT SECOND, TWO THINGS OCCUR:
WHOOOSH!
A BURST OF SUPER-BREATH CARRIES SPIDER-MAN BACKWARDS...
THAI ABOOM
--AND THE COMPUTER SYSTEM EXPLODES!

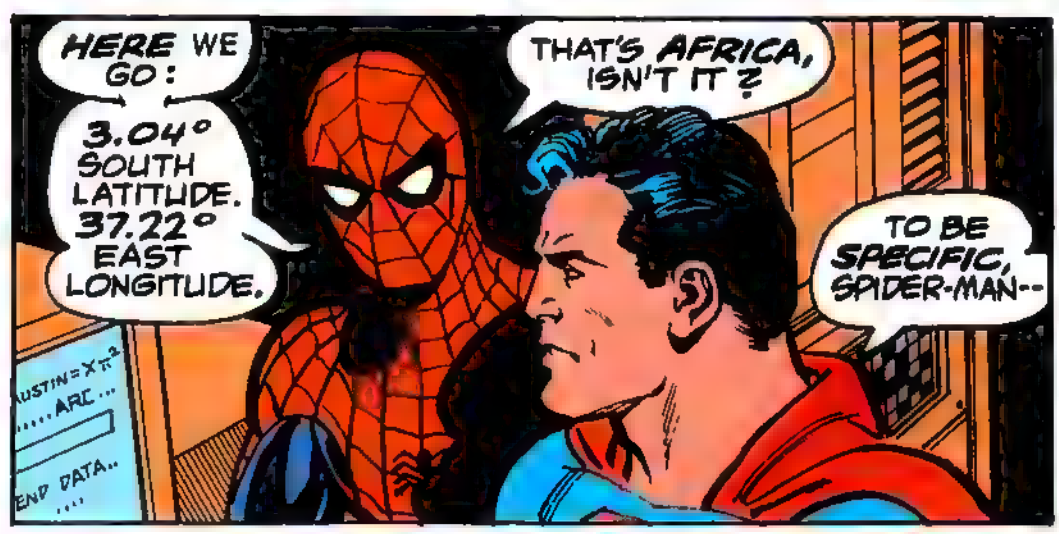

ARE YOU ALL RIGHT, WEB-SLINGER?
I'VE FELT BETTER-- AND I'VE FELT WORSE!
WHA HOPPENED?

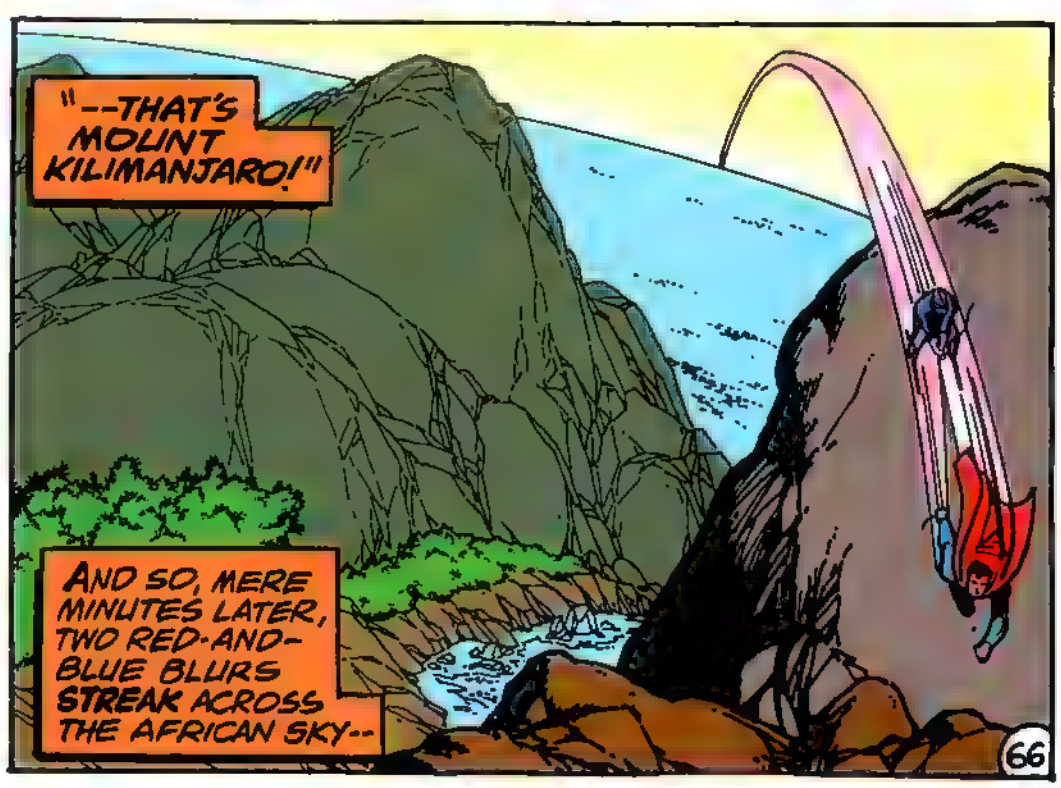
ONE OF LUTHOR'S FRIENDLY LITTLE BOOBY-TRAPS!
I SPOTTED IT WITH MY X-RAY VISION JUST AS YOU MADE YOUR MOVE.
TERRIFIC. WE'RE UP A CREEK--RIGHT?

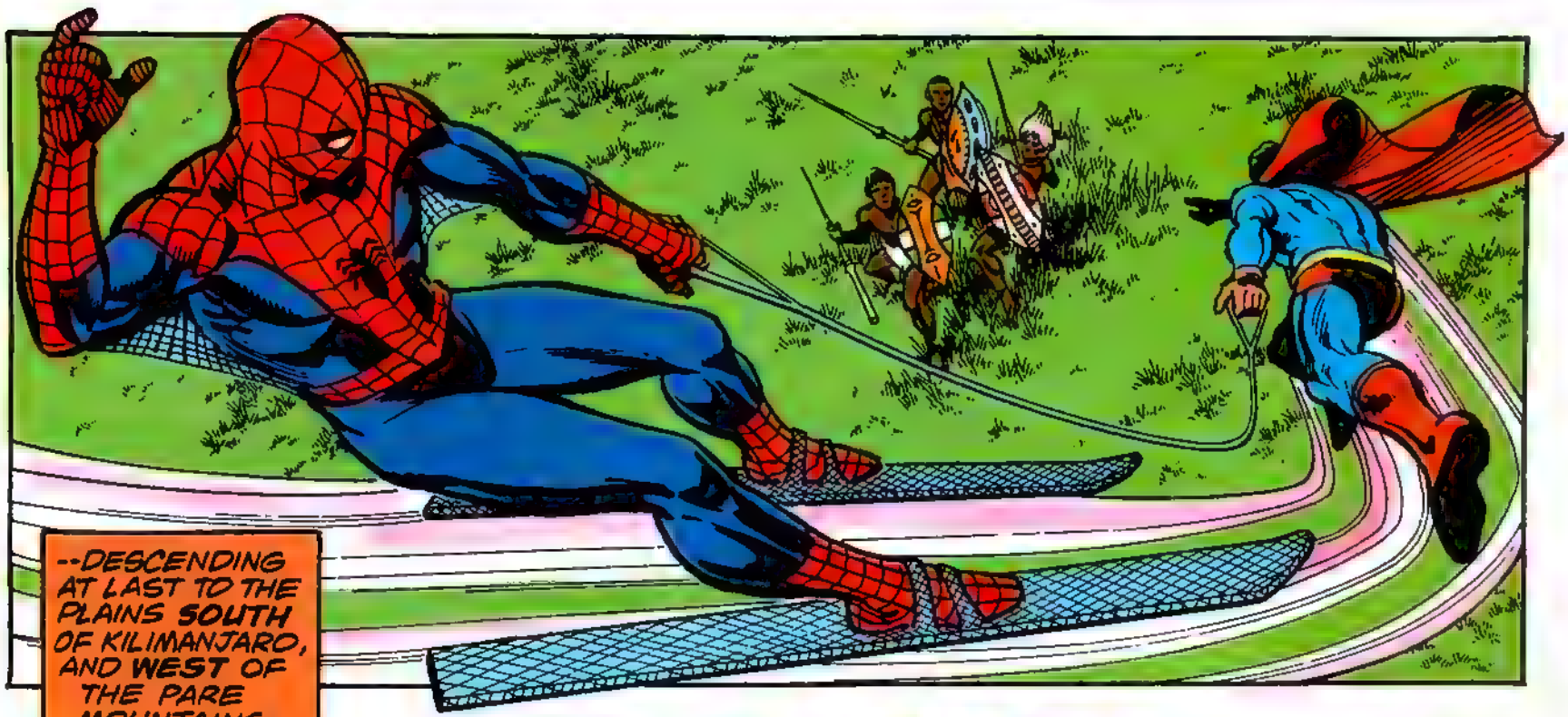

WRONG.
AT SUPER-SPEED--
--USING MY PHOTOGRAPHIC MEMORY--
--I CAN RE-ASSEMBLE THIS COMPUTER!
--FROM THE SMALLEST CIRCUIT UP--
--IN THE TIME IT TAKES YOU--
--TO BLINK AN EYE!

DONE!
CARE TO GIVE IT A TRY, SPIDER-MAN?

HAVE YOU EVER THOUGHT OF HIRING OUT TO WEDDINGS AND BAR MITZVAHS?
WITH TALENT LIKE YOURS, YOU COULD BE BIGGER THAN HENNY YOUNGMAN.
KLIKKA KLIKKA
KLIKKA

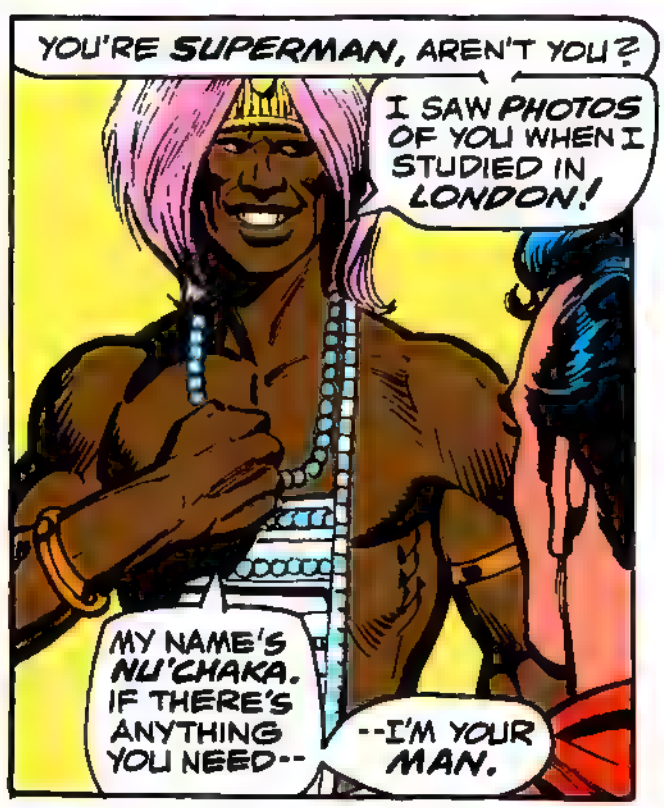

HERE WE GO:
3.04° SOUTH LATITUDE. 37.22° EAST LONGITUDE.
THAT'S AFRICA, ISN'T IT?
TO BE SPECIFIC, SPIDER-MAN--

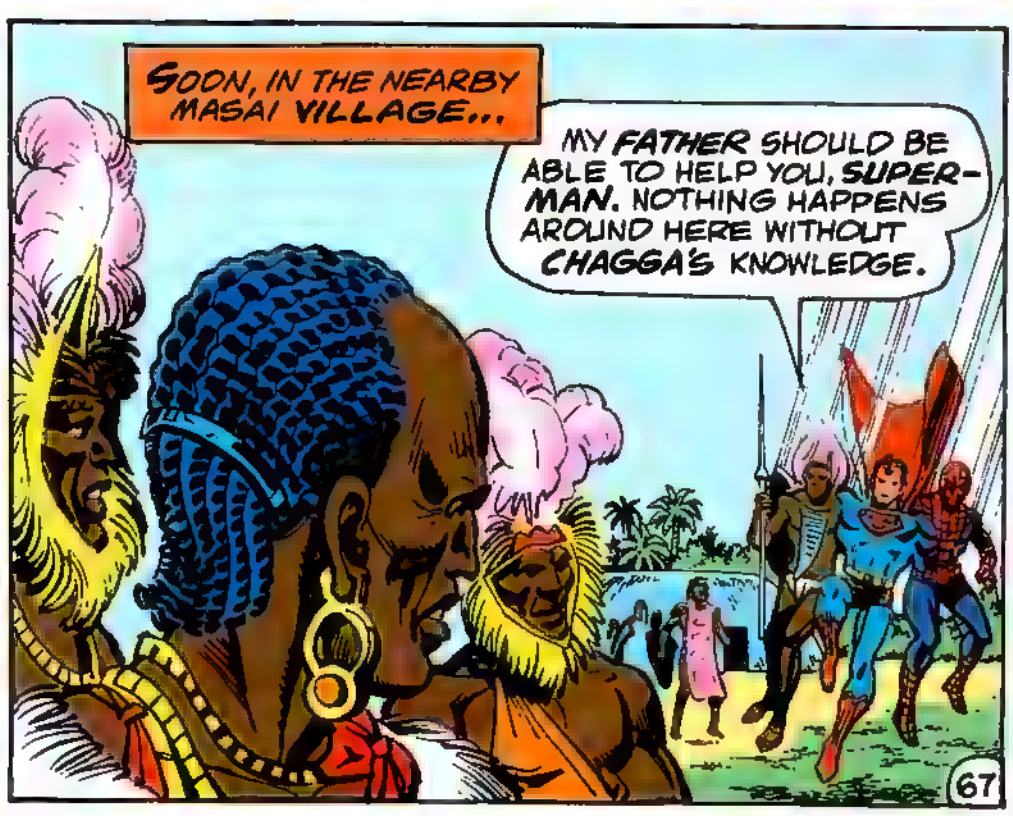

"--THAT'S MOUNT KILIMANJARO!"
AND SO, MERE MINUTES LATER, TWO RED-AND-BLUE BLURS STREAK ACROSS THE AFRICAN SKY--

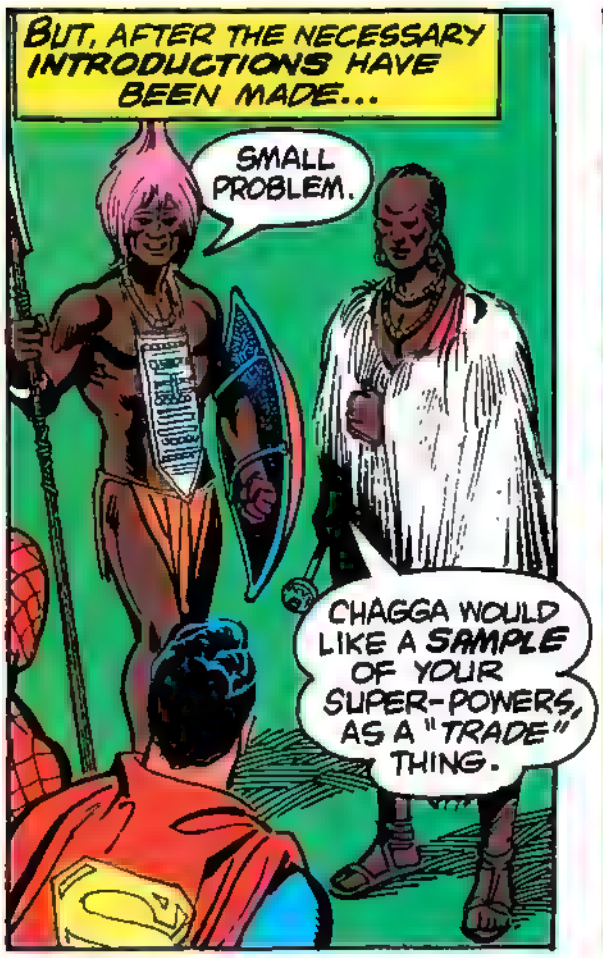

--DESCENDING AT LAST TO THE PLAINS SOUTH OF KILIMANJARO, AND WEST OF THE PARE MOUNTAINS, WHERE...

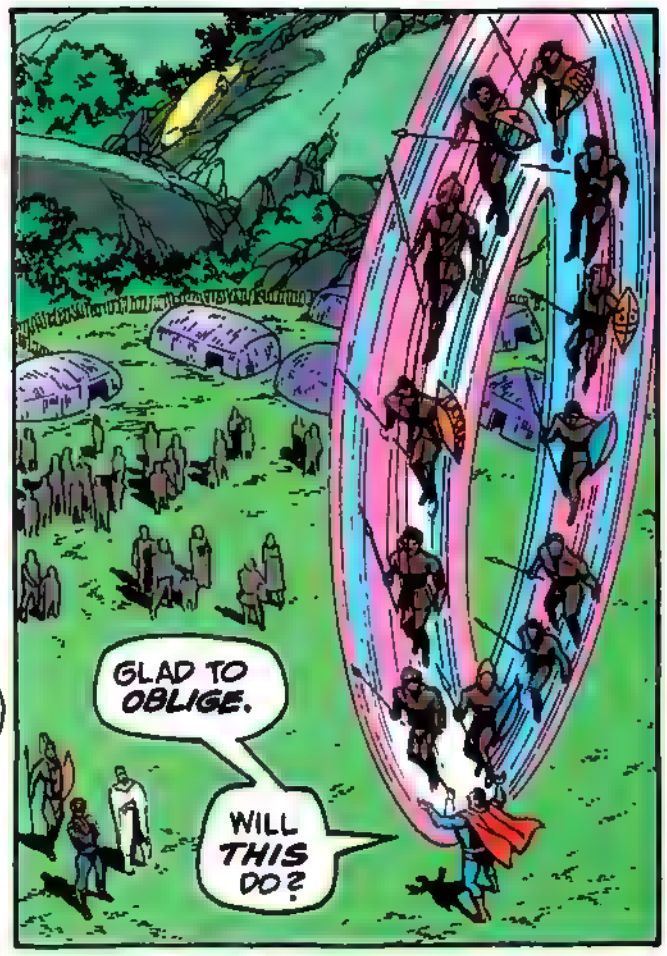
I'LL HANDLE THIS, SPIDER-MAN.
THESE WARRIORS ARE MASAI--A NOMADIC TRIBE FAMILIAR TO THIS REGION.
GREETINGS..

MY FRIEND AND I HAVE COME FROM THE SKY, SEEKING TWO EVIL MEN!
ONE IS A MAN OF MANY ARMS, WHO--

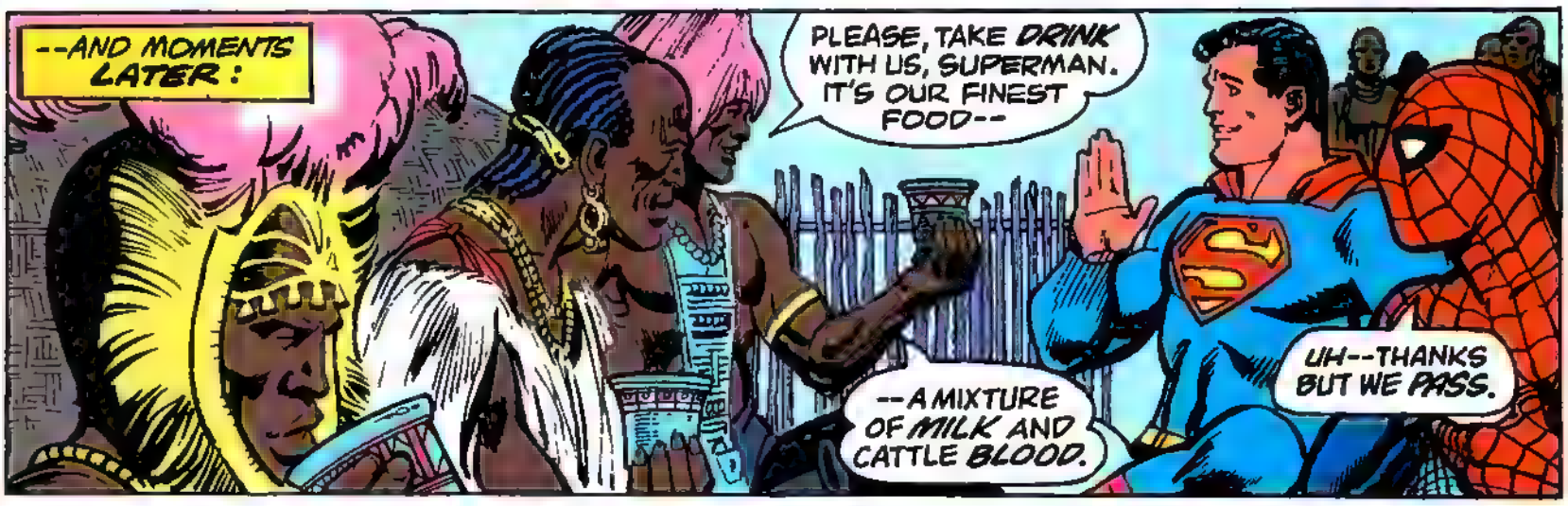

YOU'RE SUPERMAN, AREN'T YOU?
I SAW PHOTOS OF YOU WHEN I STUDIED IN LONDON!
MY NAME'S NU'CHAKA. IF THERE'S ANYTHING YOU NEED--
--I'M YOUR MAN.

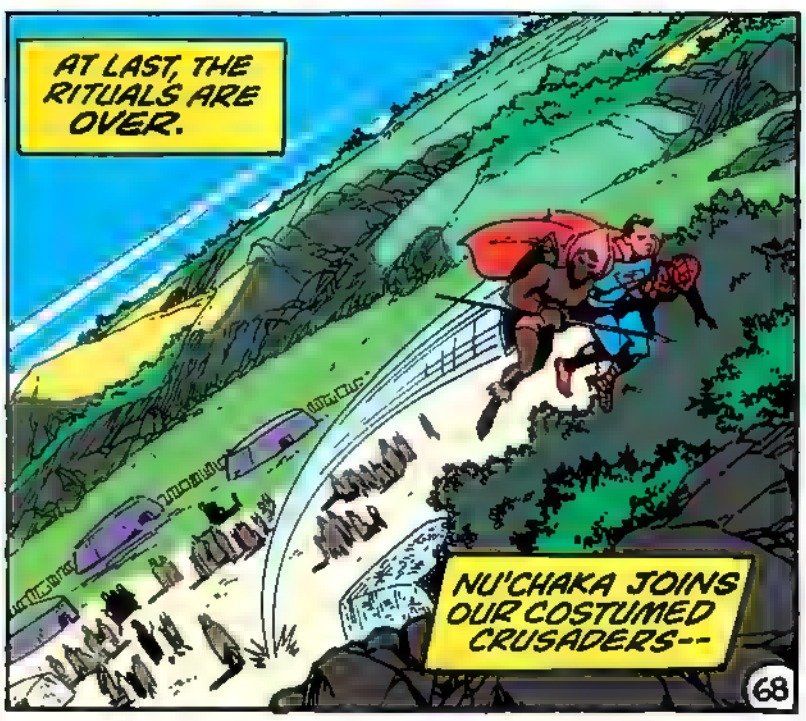

SOON, IN THE NEARBY MASAI VILLAGE...
MY FATHER SHOULD BE ABLE TO HELP YOU, SUPER-MAN. NOTHING HAPPENS AROUND HERE WITHOUT CHAGGA'S KNOWLEDGE.


BUT, AFTER THE NECESSARY INTRODUCTIONS HAVE BEEN MADE...
SMALL PROBLEM.
CHAGGA WOULD LIKE A SAMPLE OF YOUR SUPER-POWERS, AS A "TRADE" THING.


GLAD TO OBLIGE.
WILL THIS DO?

APPARENTLY IT DOES--


--AND MOMENTS LATER:
PLEASE, TAKE DRINK WITH US, SUPERMAN. IT'S OUR FINEST FOOD--
--A MIXTURE OF MILK AND CATTLE BLOOD.
UH--THANKS BUT WE PASS.


AT LAST, THE RITUALS ARE OVER.
NU'CHAKA JOINS OUR COSTUMED CRUSADERS--
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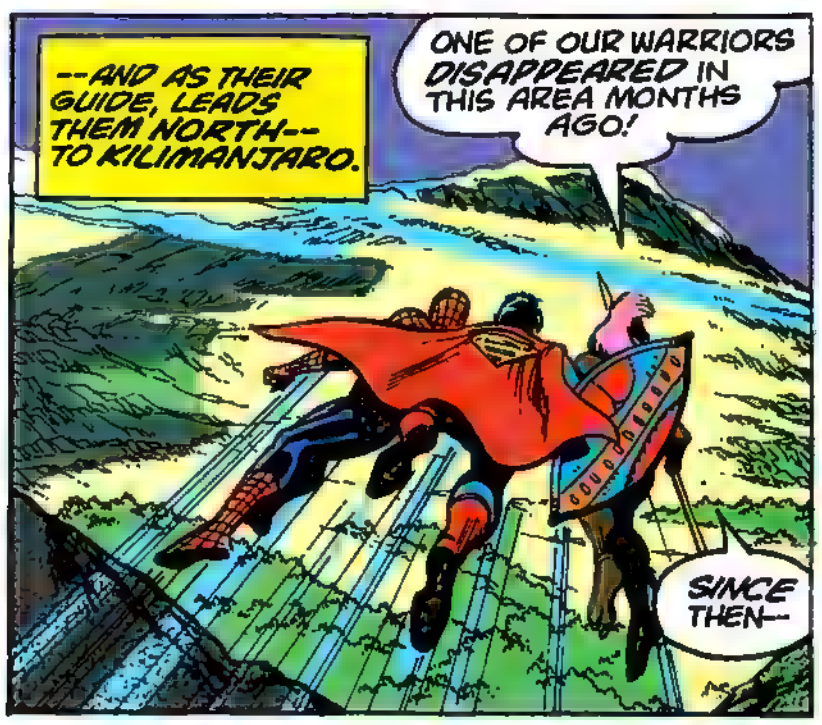
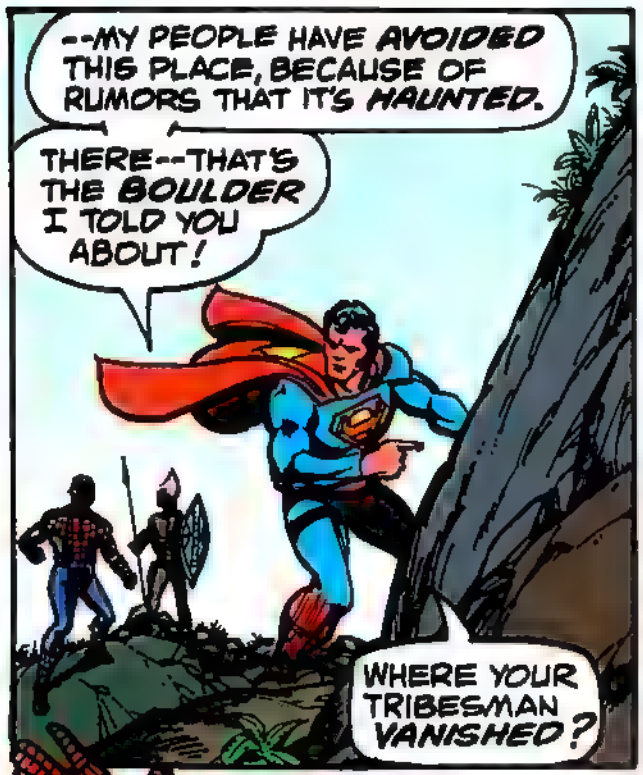
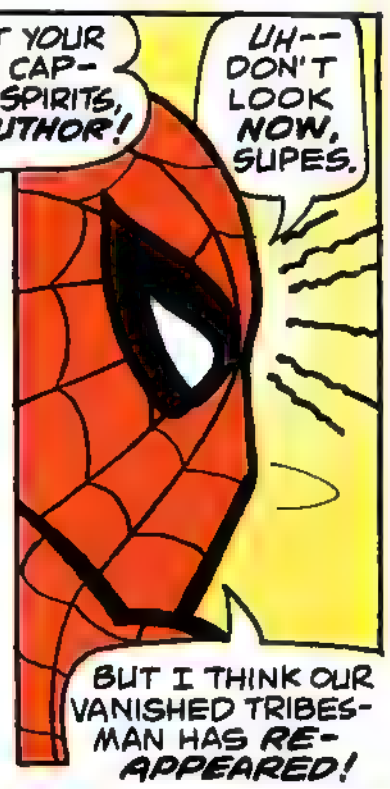
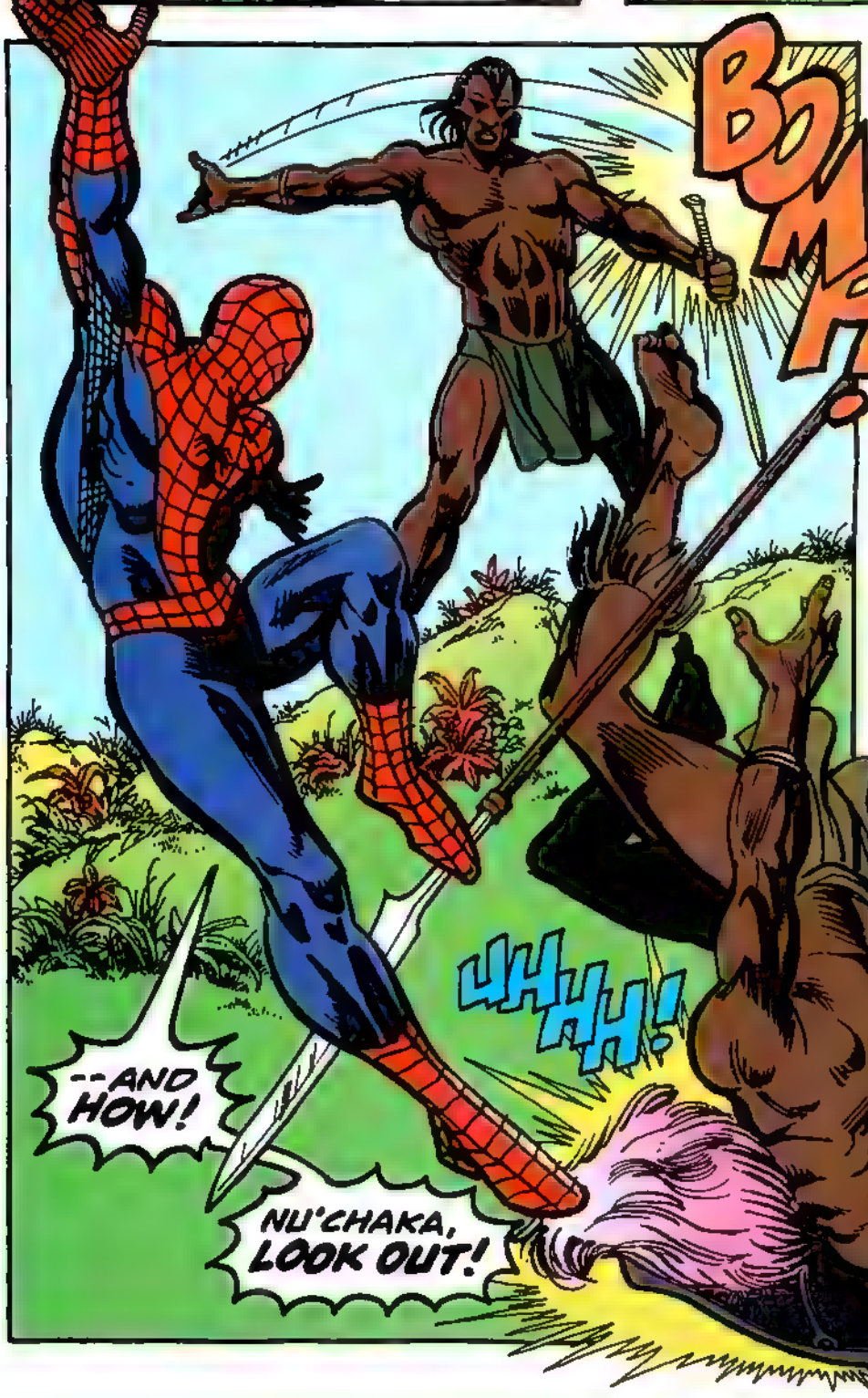

--AND AS THEIR GUIDE, LEADS THEM NORTH-- TO KILIMANJARO.
ONE OF OUR WARRIORS DISAPPEARED IN THIS AREA MONTHS AGO!
SINCE THEN--


--MY PEOPLE HAVE AVOIDED THIS PLACE, BECAUSE OF RUMORS THAT IT'S HAUNTED.
THERE--THAT'S THE BOULDER I TOLD YOU ABOUT!
WHERE YOUR TRIBESMAN VANISHED?

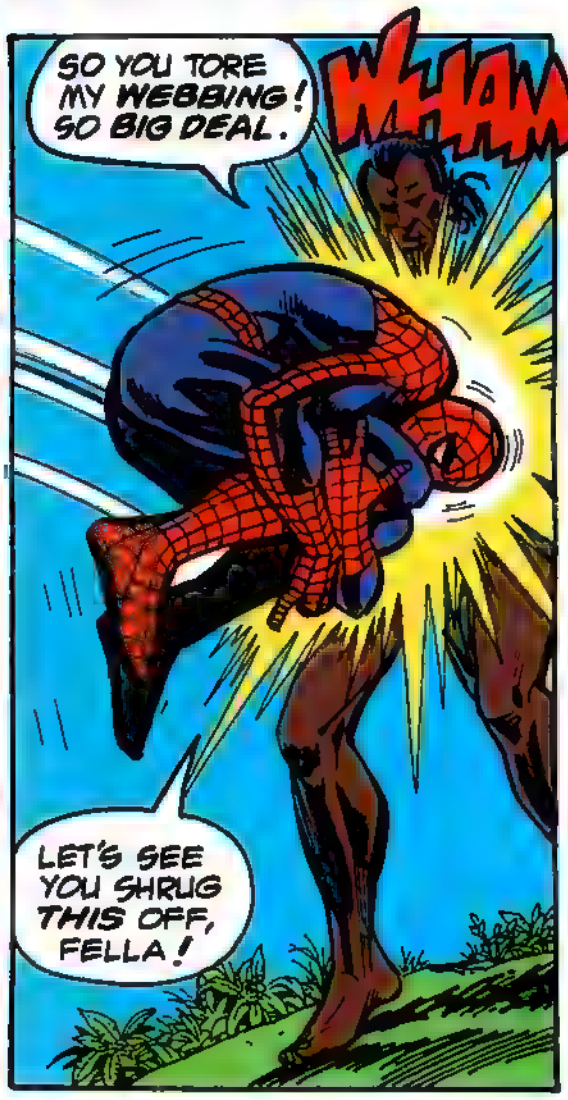
IT'S SOME SORT OF STONE DOOR, NU'CHAKA...
...PROOF THAT YOUR WARRIOR WAS CAPTURED NOT BY SPIRITS, BUT BY LEX LUTHOR!


UH-- DON'T LOOK NOW, SUPES.
BUT I THINK OUR VANISHED TRIBESMAN HAS RE-APPEARED!


BOOMP!
UHHH!
--AND HOW!
NU'CHAKA, LOOK OUT!

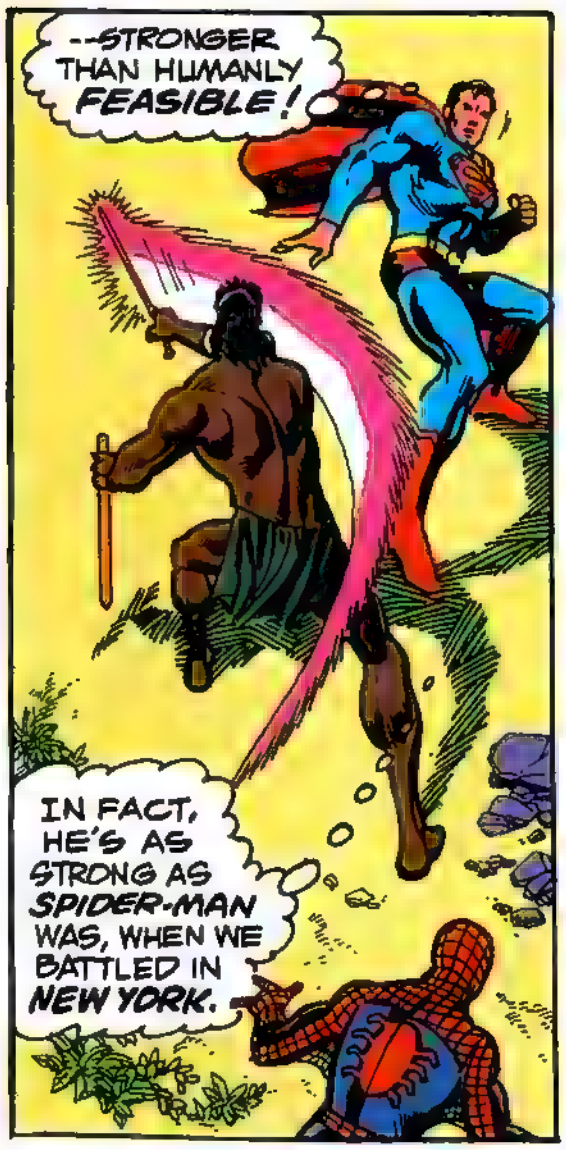
TOO LATE! NU'CHAKA'S DOWN FOR THE COUNT!
FWIT!

GOTTA WEB THIS GUY BEFORE--
UH-OH!
RIPPP!
RIIP!

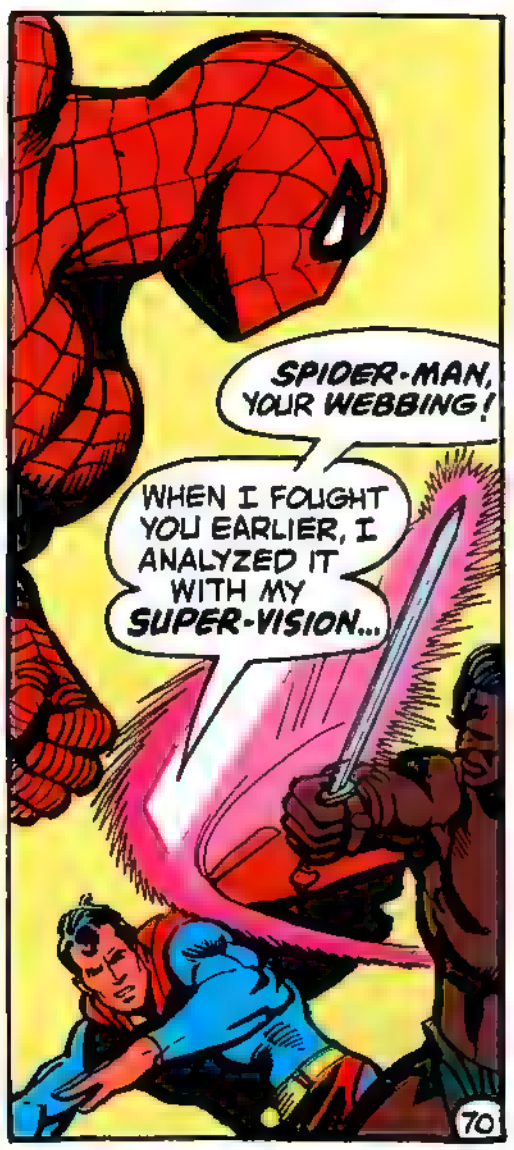

SO YOU TORE MY WEBBING! SO BIG DEAL.
WHAM!
LET'S SEE YOU SHRUG THIS OFF, FELLA!

THROOM!

BOM
LUTHOR'S IN BACK OF IT, ALL RIGHT. THIS MASAI IS STRONG--


--STRONGER THAN HUMANLY FEASIBLE!
IN FACT, HE'S AS STRONG AS SPIDER-MAN WAS, WHEN WE BATTLED IN NEW YORK.

I WONDER-- CAN LUTHOR HAVE DEVELOPED A WAY TO MAKE MEN IN-VULNERABLE TO MY SUPER-STRENGTH?
EH?
THAT SWORD-- ITS BLADE CUT MY HAIR! THAT'S IMPOSSIBLE!
UNLESS-- RED SUN RADIATION!


SPIDER-MAN, YOUR WEBBING!
WHEN I FOUGHT YOU EARLIER, I ANALYZED IT WITH MY SUPER-VISION...
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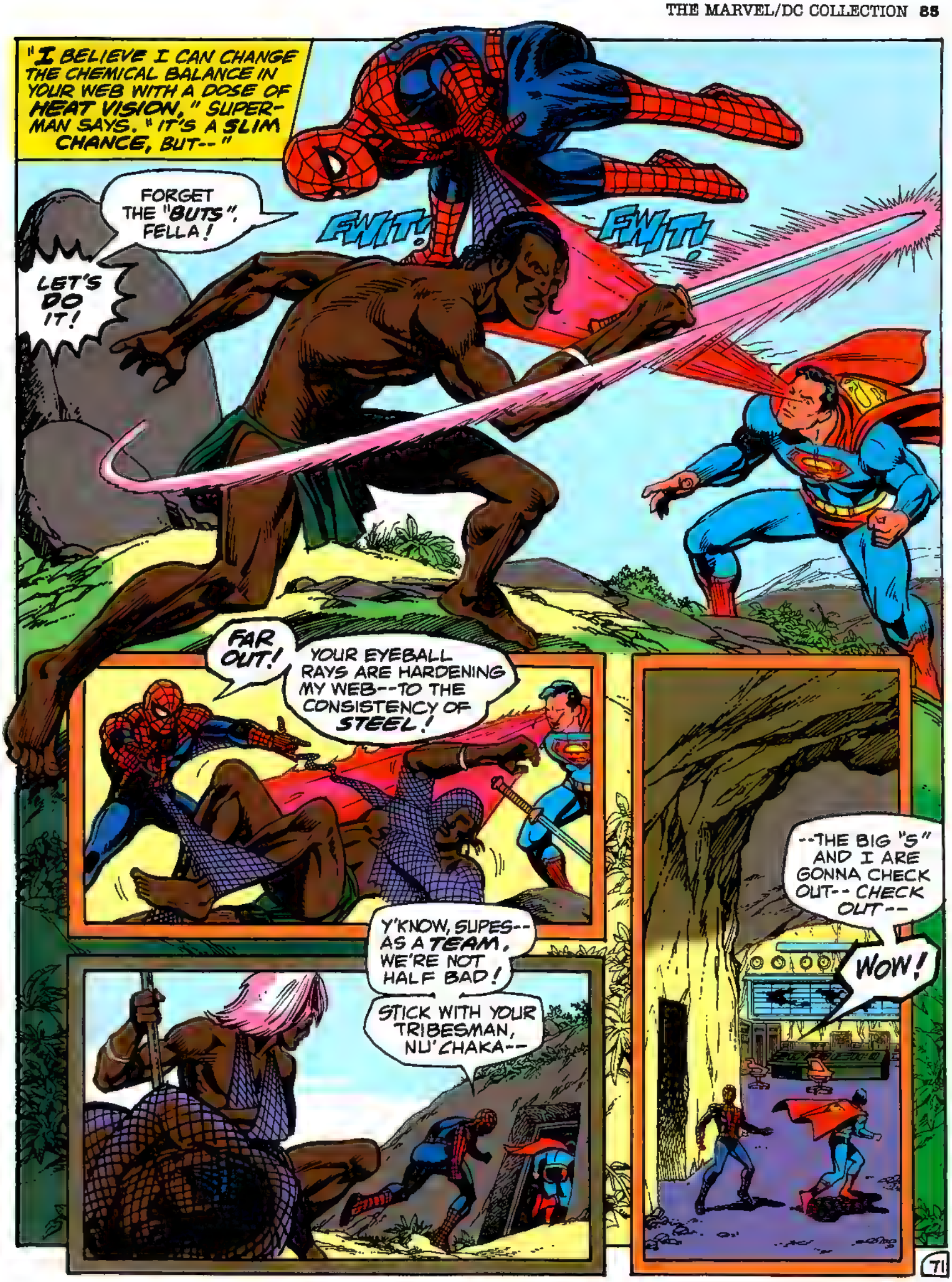
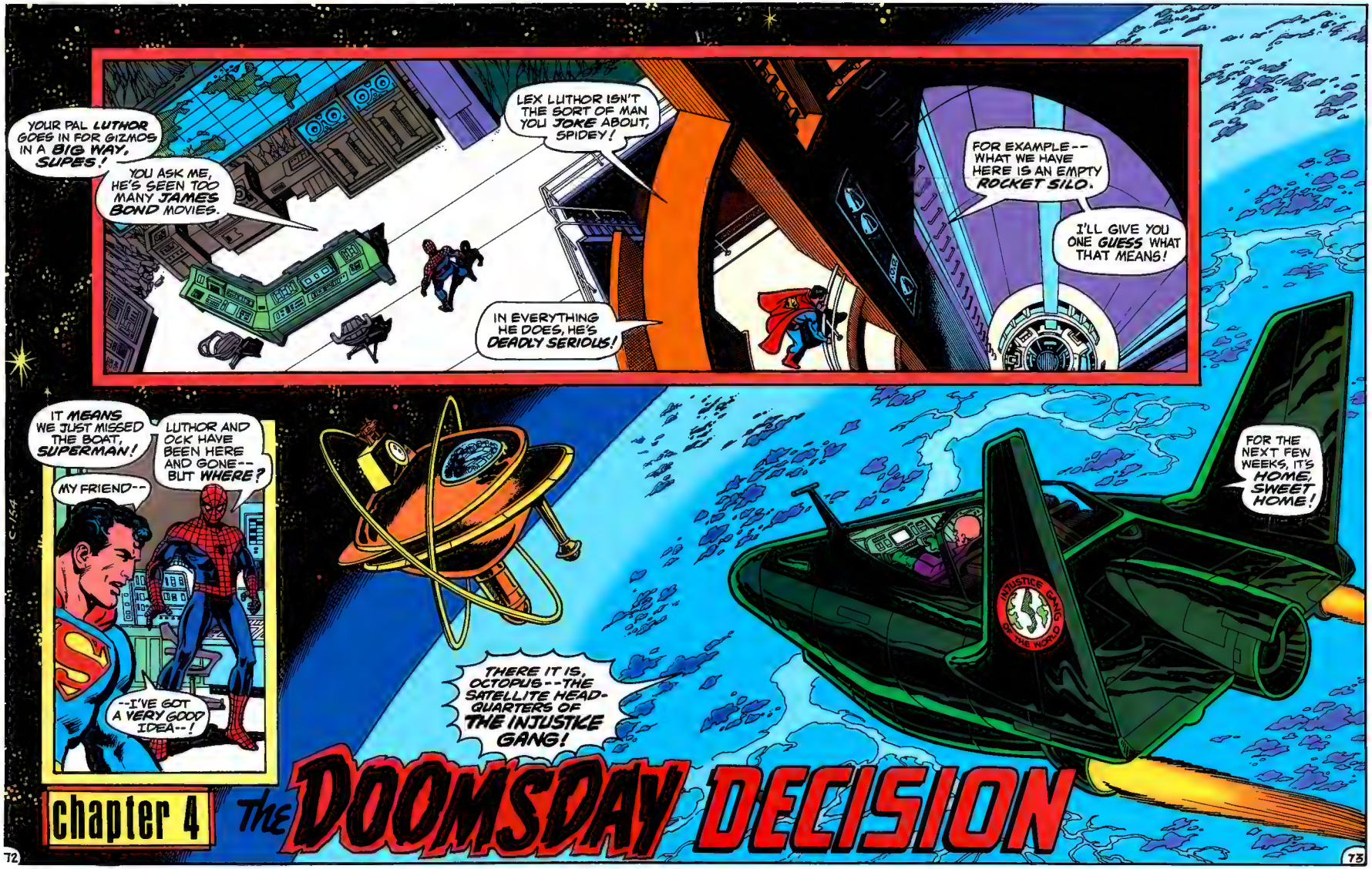
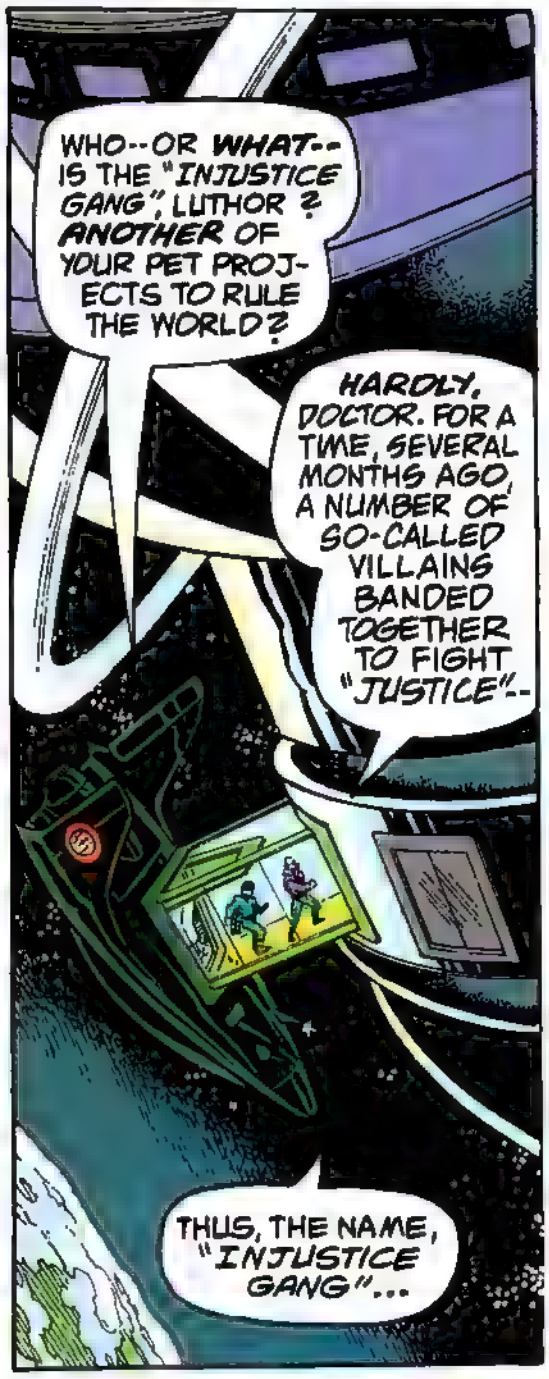
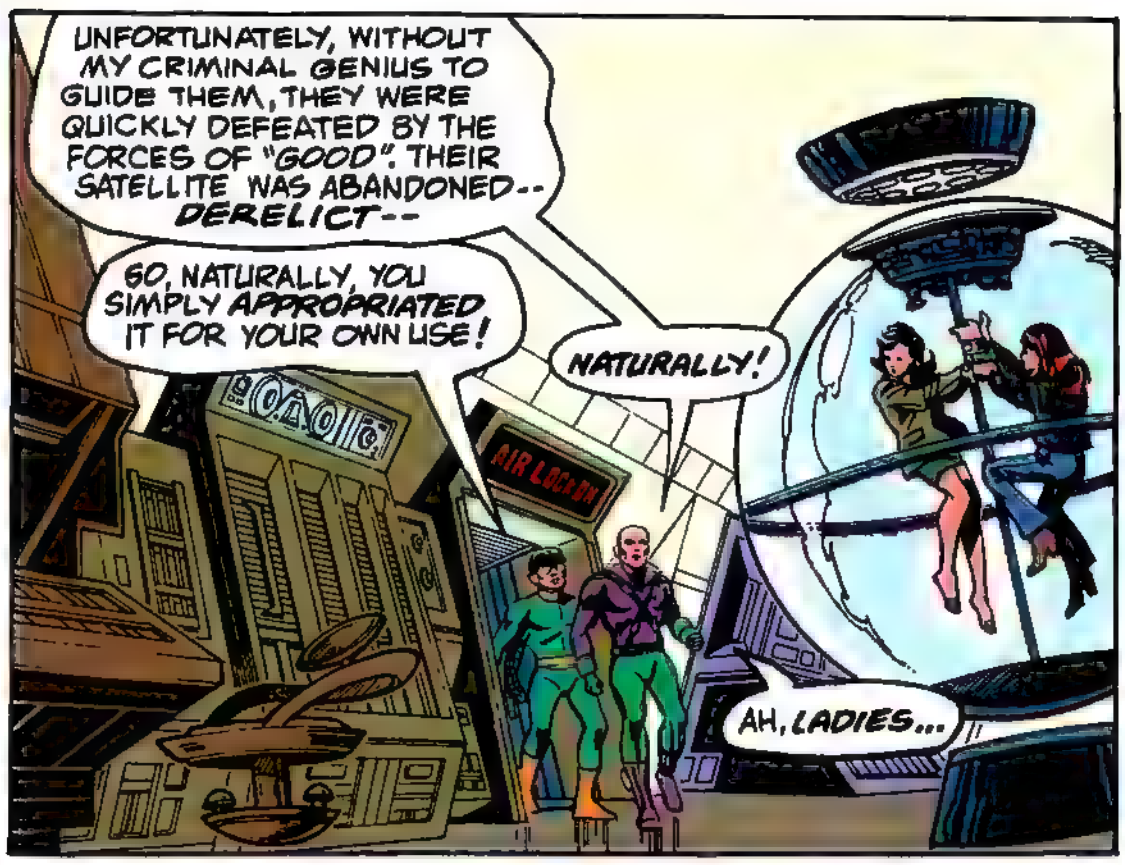

"I BELIEVE I CAN CHANGE THE CHEMICAL BALANCE IN YOUR WEB WITH A DOSE OF HEAT VISION," SUPERMAN SAYS. "IT'S A SLIM CHANCE, BUT--"
FORGET THE "BUTS", FELLA!
LET'S DO IT!
FWIT!
FWIT!
FAR OUT!
YOUR EYEBALL RAYS ARE HARDENING MY WEB--TO THE CONSISTENCY OF STEEL!
Y'KNOW, SUPES--AS A TEAM, WE'RE NOT HALF BAD!
STICK WITH YOUR TRIBESMAN, NU'CHAKA--
--THE BIG "S" AND I ARE GONNA CHECK OUT--CHECK OUT--
WOW!


YOUR PAL LUTHOR GOES IN FOR GIZMOS IN A BIG WAY, SUPES!
YOU ASK ME, HE'S SEEN TOO MANY JAMES BOND MOVIES.
LEX LUTHOR ISN'T THE SORT OF MAN YOU JOKE ABOUT, SPIDEY!
IN EVERYTHING HE DOES, HE'S DEADLY SERIOUS!
FOR EXAMPLE-- WHAT WE HAVE HERE IS AN EMPTY ROCKET SILO.
I'LL GIVE YOU ONE GUESS WHAT THAT MEANS!
IT MEANS WE JUST MISSED THE BOAT, SUPERMAN!
LUTHOR AND OCK HAVE BEEN HERE AND GONE-- BUT WHERE?
MY FRIEND--
--I'VE GOT A VERY GOOD IDEA--!
THERE IT IS, OCTOPUS--THE SATELLITE HEAD-QUARTERS OF THE INJUSTICE GANG!
FOR THE NEXT FEW WEEKS, IT'S HOME, SWEET HOME!
INJUSTICE GANG OF THE WORLD
C-154
chapter 4
The DOOMSDAY DECISION


WHO--OR WHAT--IS THE "INJUSTICE GANG", LUTHOR? ANOTHER OF YOUR PET PROJECTS TO RULE THE WORLD?
HARDLY, DOCTOR. FOR A TIME, SEVERAL MONTHS AGO, A NUMBER OF SO-CALLED VILLAINS BANDED TOGETHER TO FIGHT "JUSTICE"--
THUS, THE NAME, "INJUSTICE GANG"...

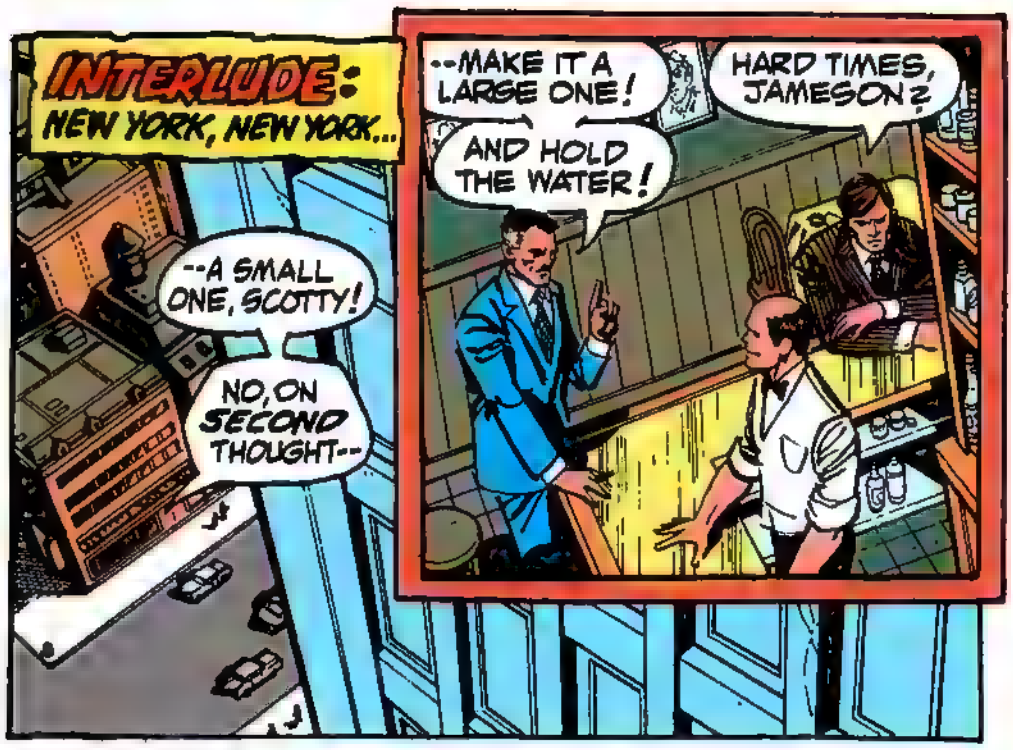

UNFORTUNATELY, WITHOUT MY CRIMINAL GENIUS TO GUIDE THEM, THEY WERE QUICKLY DEFEATED BY THE FORCES OF "GOOD". THEIR SATELLITE WAS ABANDONED--DERELICT--
SO, NATURALLY, YOU SIMPLY APPROPRIATED IT FOR YOUR OWN USE!
NATURALLY!
AIR LOCK IN
AH, LADIES...

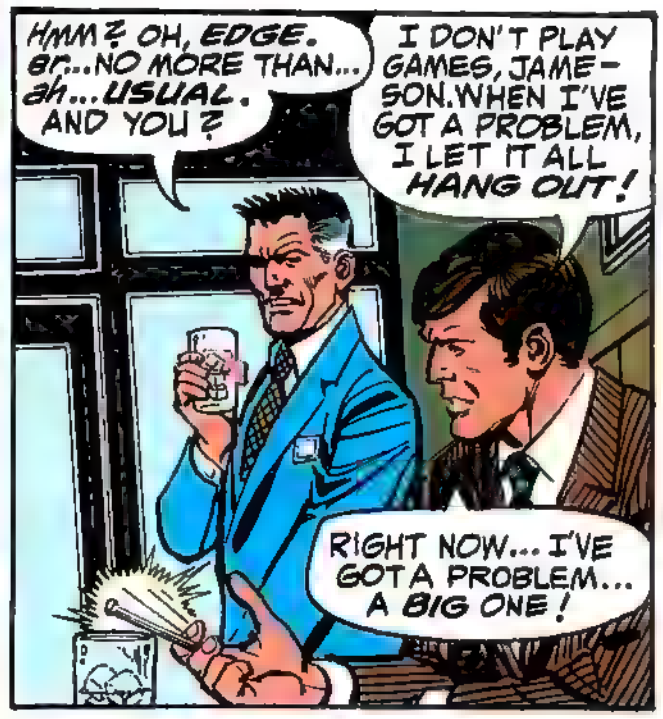
I'M PLEASED YOU'RE STILL WELL. I HOPE YOU ENJOYED YOUR LITTLE TRIP--
--TELEPORTATION CAN SOMETIMES BE SOMEWHAT UNSETTLING, I KNOW.
LUTHOR...

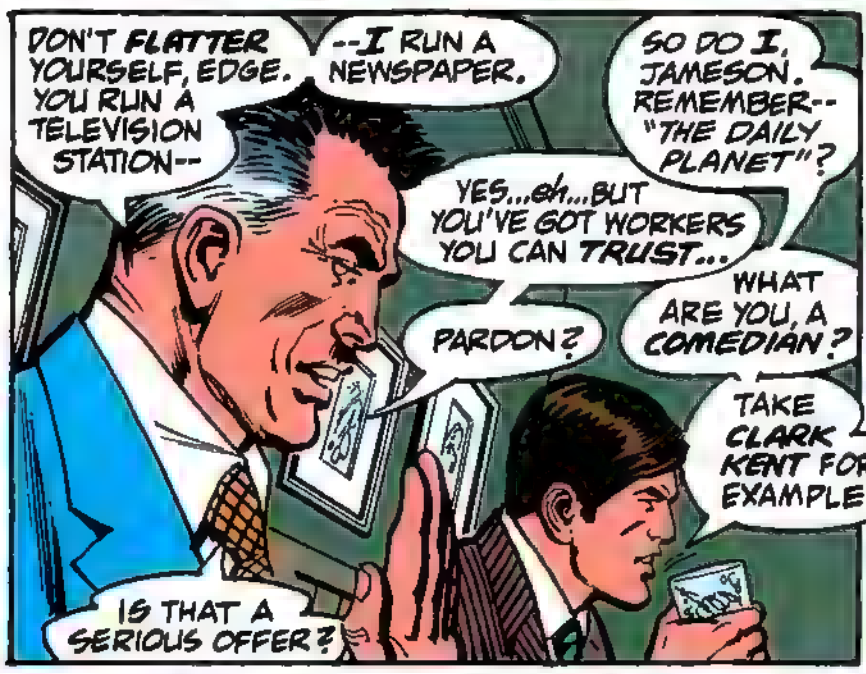
IN ALL THE TIME WE'VE BEEN TOGETHER, YOU STILL HAVEN'T EXPLAINED--
--WHAT ARE WE DOING HERE--WHY ARE WE BAITING OUR TWO WORST ENEMIES--WHERE--

CONTROL YOURSELF, OCTOPUS.
THE ANSWER TO ALL YOUR QUESTIONS--IS THIS!
I STOLE THIS PROGRAMMING CIRCUIT BEFORE SUPERMAN CAPTURED ME YESTERDAY!

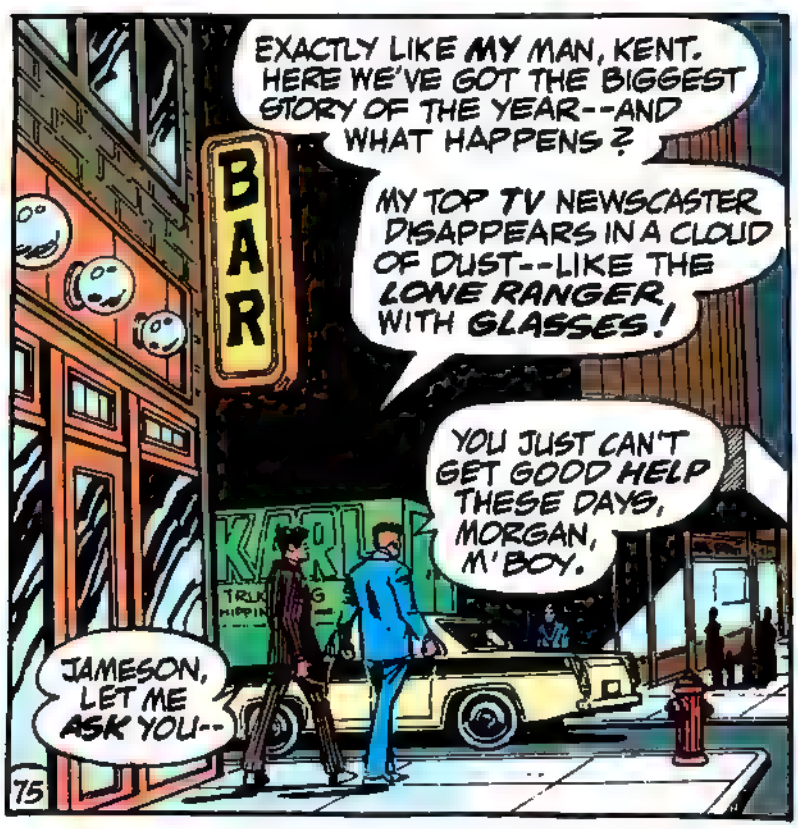
--AND MANAGED TO HIDE IT WHILE HE BROUGHT ME TO JAIL!
WITH IT, WE CAN DESTROY OUR FOES ONCE AND FOR ALL...
...AND SIMULTANEOUSLY, ACHIEVE THE GREATEST BLACKMAIL PAYOFF IN THE HISTORY OF MANKIND!
SO RELAX, MY FRIEND! THE GAME'S JUST BEGUN!


INTERLUDE: NEW YORK, NEW YORK...
--A SMALL ONE, SCOTTY!
NO, ON SECOND THOUGHT--
--MAKE IT A LARGE ONE!
AND HOLD THE WATER!
HARD TIMES, JAMESON?


HMM? OH, EDGE. er...NO MORE THAN... ah...USUAL. AND YOU?
I DON'T PLAY GAMES, JAMESON. WHEN I'VE GOT A PROBLEM, I LET IT ALL HANG OUT!
RIGHT NOW... I'VE GOT A PROBLEM... A BIG ONE!


DON'T FLATTER YOURSELF, EDGE. YOU RUN A TELEVISION STATION--
--I RUN A NEWSPAPER.
SO DO I, JAMESON. REMEMBER-- "THE DAILY PLANET"?
YES...ah...BUT YOU'VE GOT WORKERS YOU CAN TRUST...
PARDON?
WHAT ARE YOU, A COMEDIAN?
TAKE CLARK KENT FOR EXAMPLE--
IS THAT A SERIOUS OFFER?

YOU ARE A COMEDIAN, JAMESON.
KENT IS MY BEST REPORTER--OR WOULD BE, IF HE WERE AROUND WHEN I NEED HIM!
REMINDS ME OF A PHOTOGRAPHER I KNOW--
PETER PARKER-- GOOD, BUT--ER-- UNRELIABLE!


EXACTLY LIKE MY MAN, KENT. HERE WE'VE GOT THE BIGGEST STORY OF THE YEAR--AND WHAT HAPPENS?
BAR
MY TOP TV NEWSCASTER DISAPPEARS IN A CLOUD OF DUST--LIKE THE LONE RANGER, WITH GLASSES!
YOU JUST CAN'T GET GOOD HELP THESE DAYS, MORGAN, M'BOY.
JAMESON, LET ME ASK YOU--
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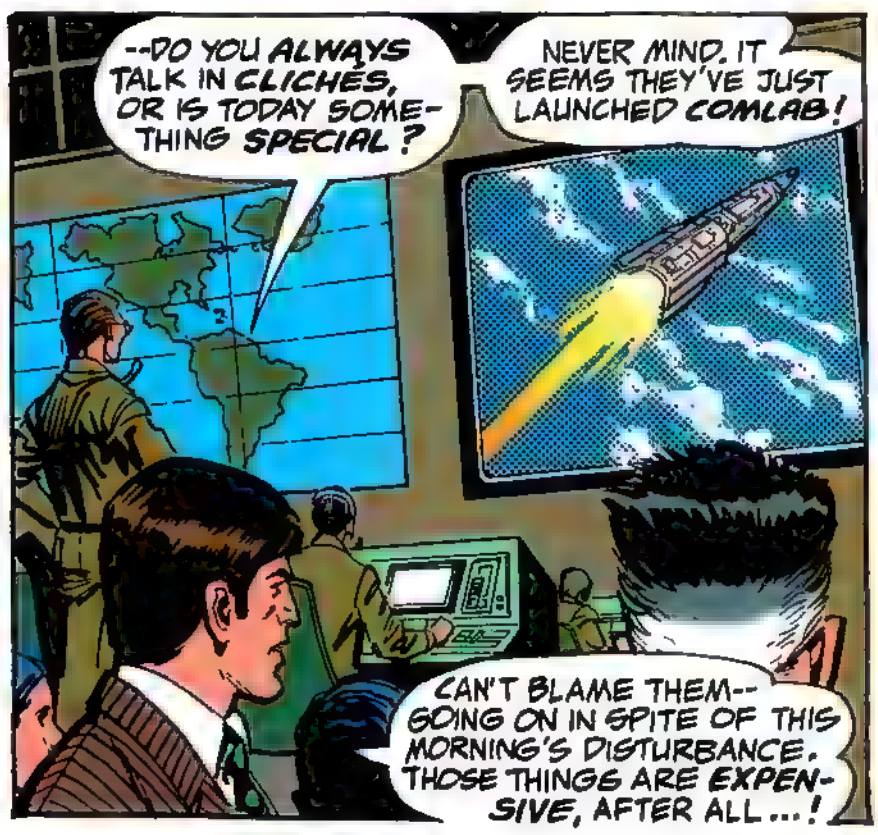
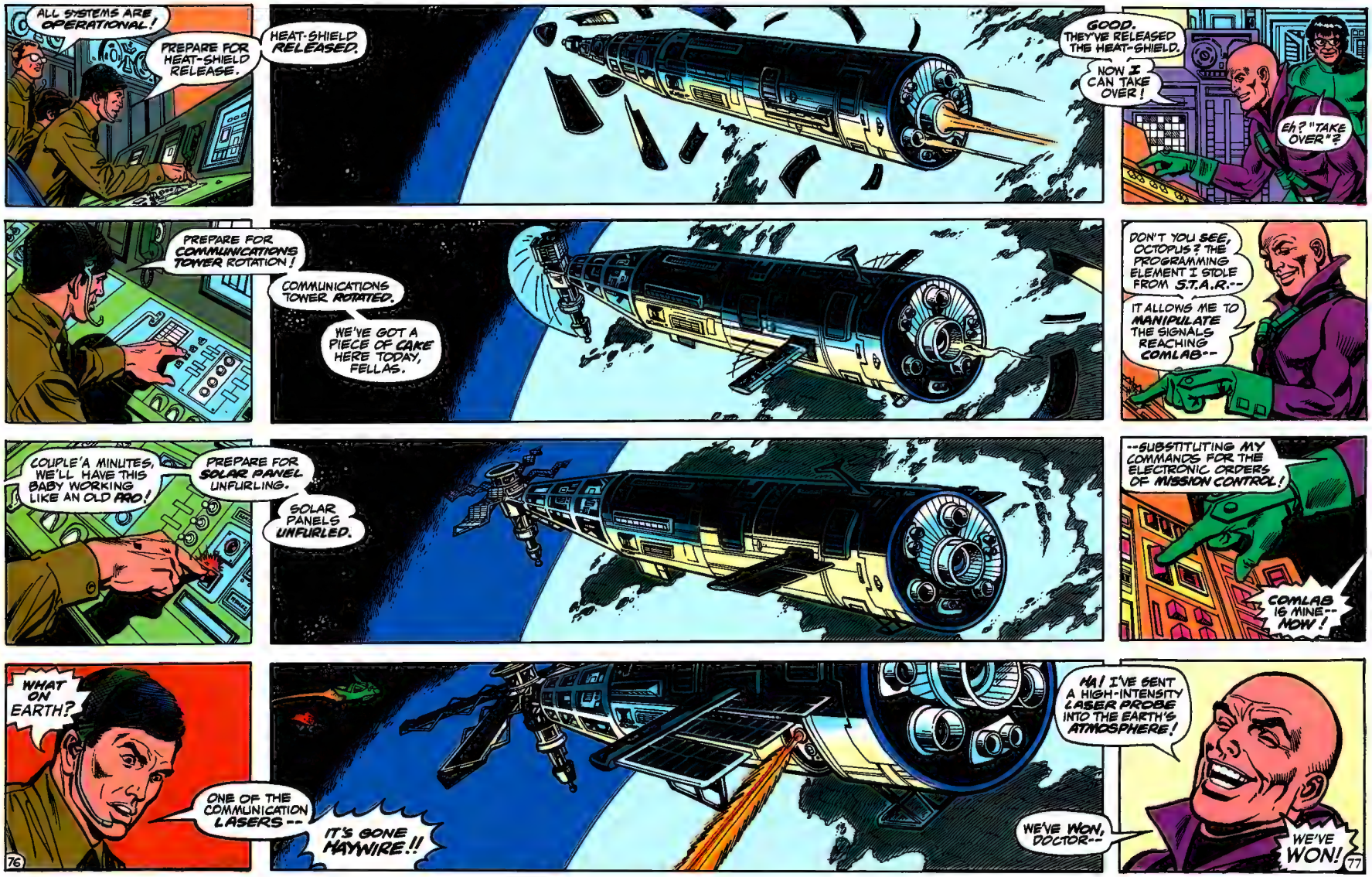

--DO YOU ALWAYS TALK IN CLICHÉS, OR IS TODAY SOMETHING SPECIAL?
NEVER MIND. IT SEEMS THEY'VE JUST LAUNCHED COMLAB!
CAN'T BLAME THEM-- GOING ON IN SPITE OF THIS MORNING'S DISTURBANCE. THOSE THINGS ARE EXPENSIVE, AFTER ALL...!


ALL SYSTEMS ARE OPERATIONAL!
PREPARE FOR HEAT-SHIELD RELEASE.
HEAT-SHIELD RELEASED.
GOOD. THEY'VE RELEASED THE HEAT-SHIELD.
NOW I CAN TAKE OVER!
EH? "TAKE OVER"?
PREPARE FOR COMMUNICATIONS TOWER ROTATION!
COMMUNICATIONS TOWER ROTATED.
WE'VE GOT A PIECE OF CAKE HERE TODAY, FELLAS.
DON'T YOU SEE, OCTOPUS? THE PROGRAMMING ELEMENT I STOLE FROM S.T.A.R.--
IT ALLOWS ME TO MANIPULATE THE SIGNALS REACHING COMLAB--
COUPLE'A MINUTES, WE'LL HAVE THIS BABY WORKING LIKE AN OLD PRO!
PREPARE FOR SOLAR PANEL UNFURLING.
SOLAR PANELS UNFURLED.
--SUBSTITUTING MY COMMANDS FOR THE ELECTRONIC ORDERS OF MISSION CONTROL!
COMLAB IS MINE-- NOW!
WHAT ON EARTH?
ONE OF THE COMMUNICATION LASERS--
IT'S GONE HAYWIRE!!
HA! I'VE SENT A HIGH-INTENSITY LASER PROBE INTO THE EARTH'S ATMOSPHERE!
WE'VE WON, DOCTOR--
WE'VE WON!
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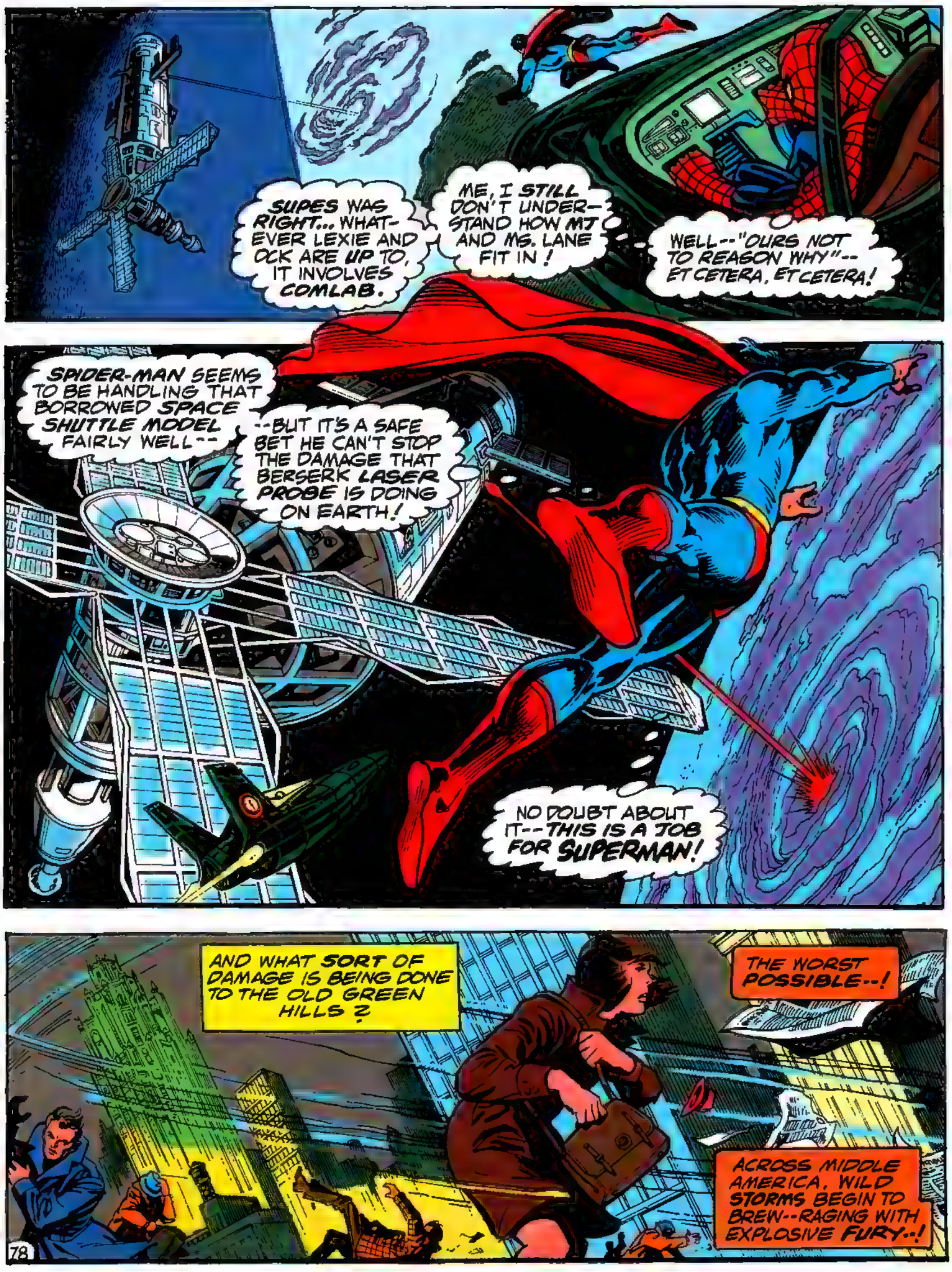
SUPES WAS RIGHT... WHATEVER LEXIE AND OCK ARE UP TO, IT INVOLVES COMLAB.
ME, I STILL DON'T UNDERSTAND HOW MJ AND MS. LANE FIT IN!
WELL--"OURS NOT TO REASON WHY"--ET CETERA, ET CETERA!
SPIDER-MAN SEEMS TO BE HANDLING THAT BORROWED SPACE SHUTTLE MODEL FAIRLY WELL--
--BUT IT'S A SAFE BET HE CAN'T STOP THE DAMAGE THAT BERSERK LASER PROBE IS DOING ON EARTH!
NO DOUBT ABOUT IT--THIS IS A JOB FOR SUPERMAN!
AND WHAT SORT OF DAMAGE IS BEING DONE TO THE OLD GREEN HILLS?
THE WORST POSSIBLE--!
ACROSS MIDDLE AMERICA, WILD STORMS BEGIN TO BREW--RAGING WITH EXPLOSIVE FURY--!
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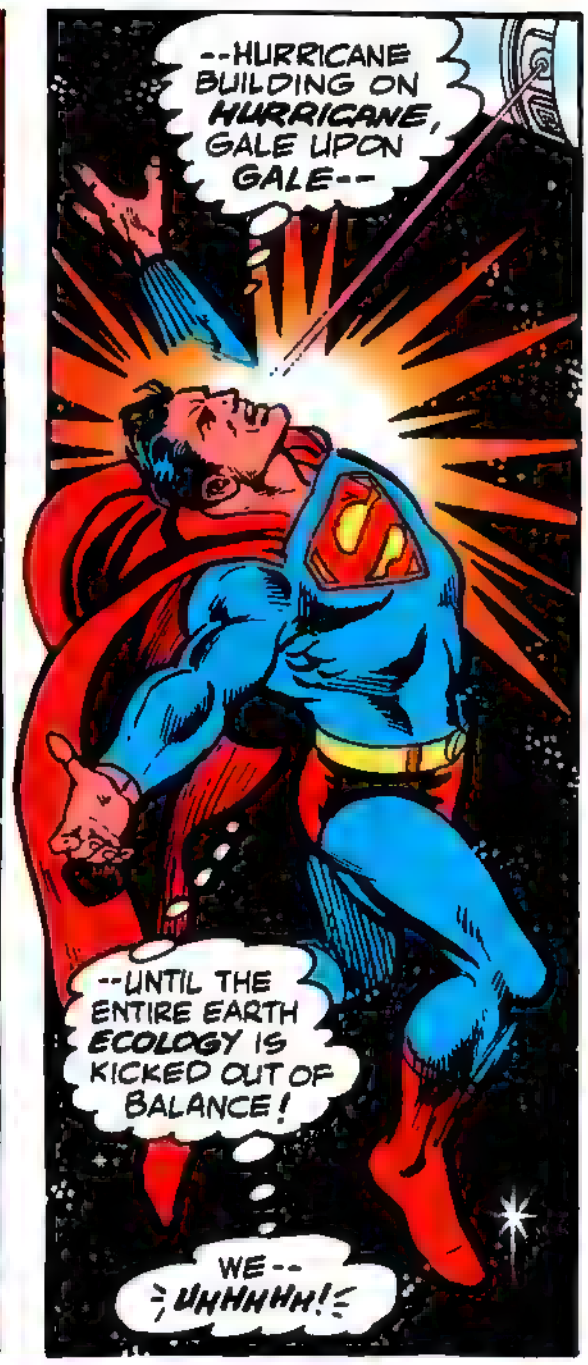
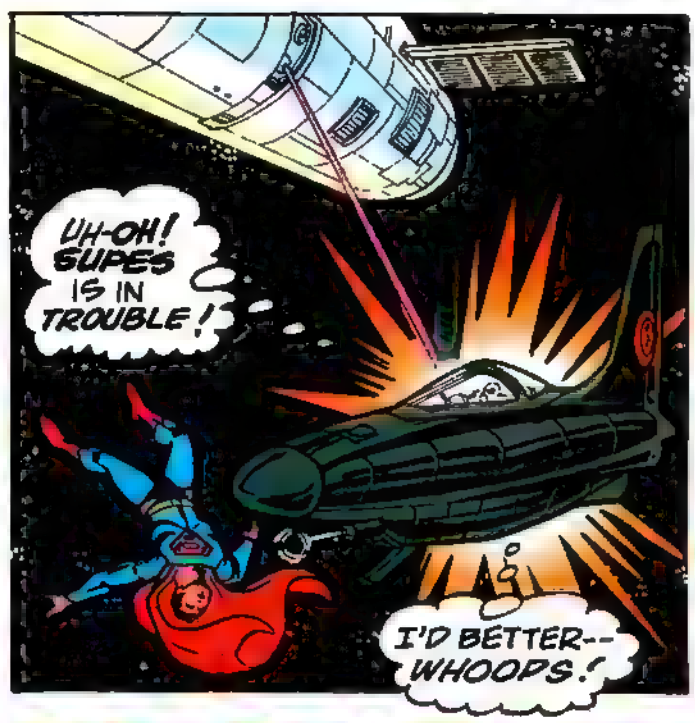
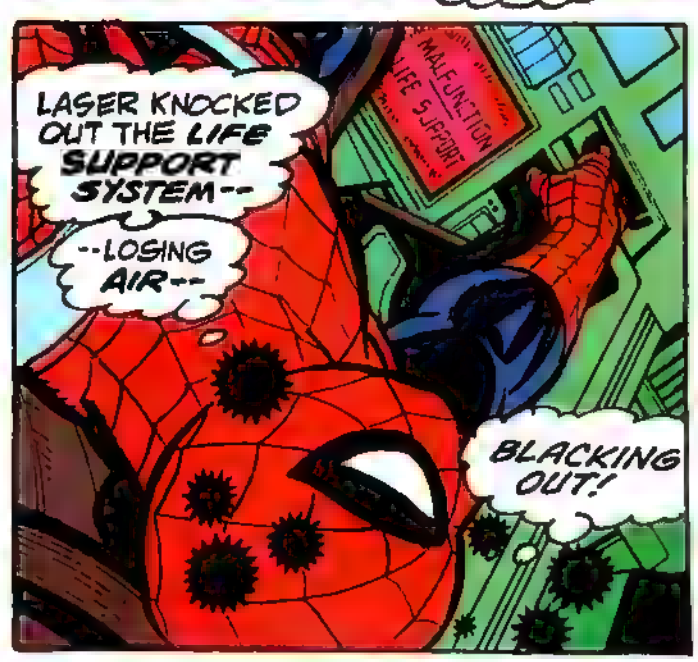
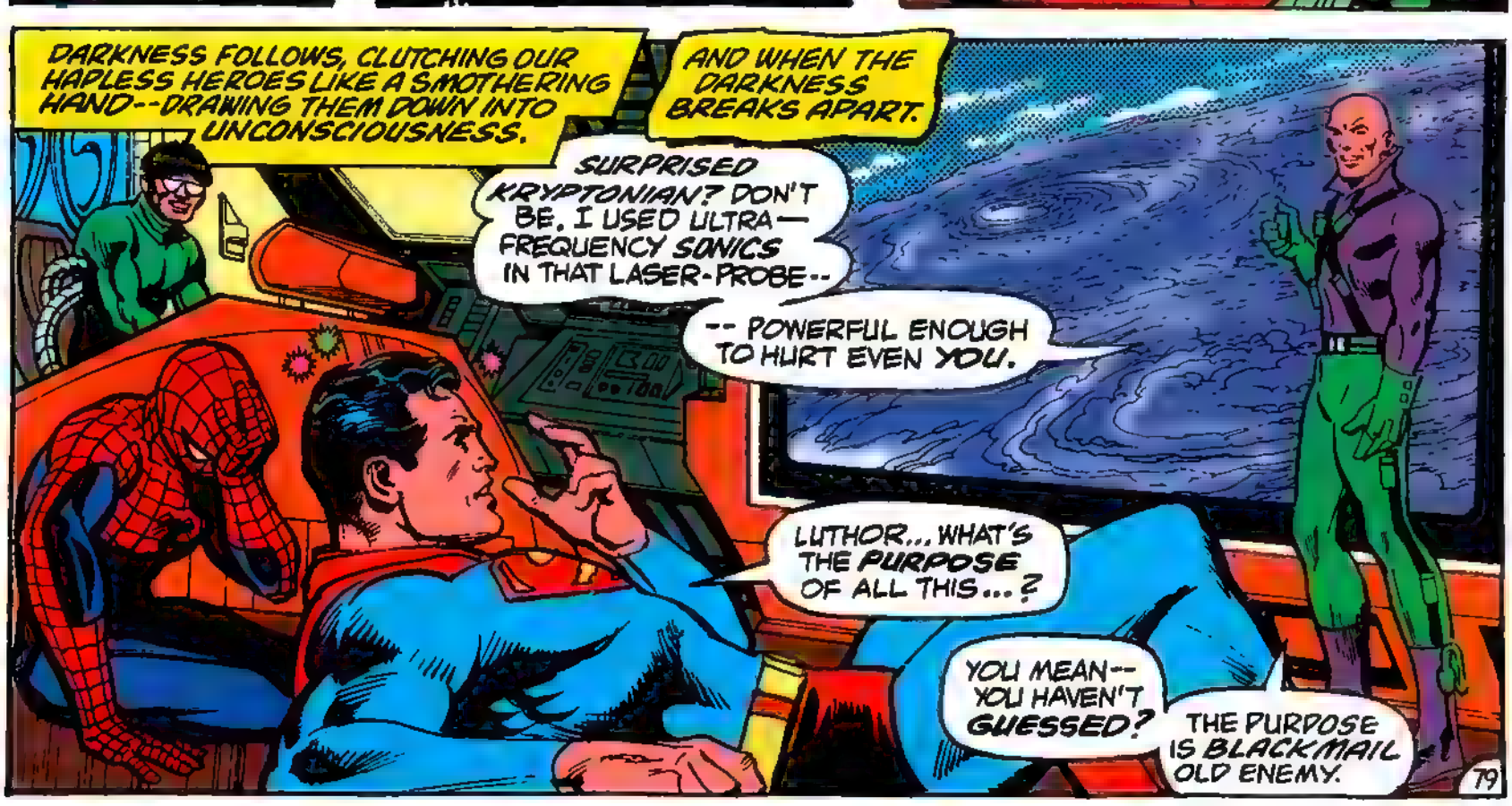
IF I DON'T STOP THAT LASER, THE ATMOSPHERE MAY GO INTO A CHAIN REACTION--

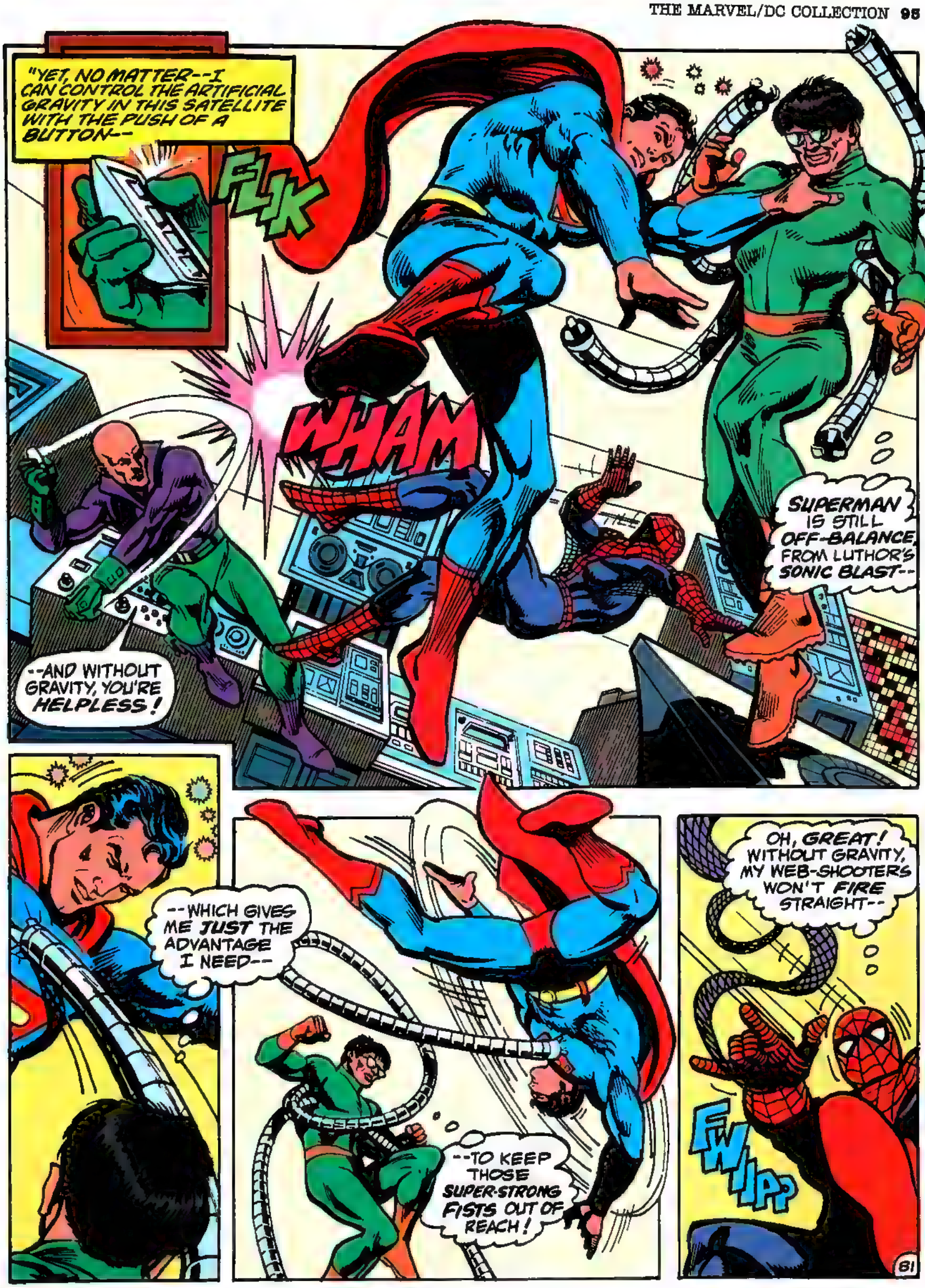

--HURRICANE BUILDING ON HURRICANE, GALE UPON GALE--
--UNTIL THE ENTIRE EARTH ECOLOGY IS KICKED OUT OF BALANCE!
WE--
UHHHHH!

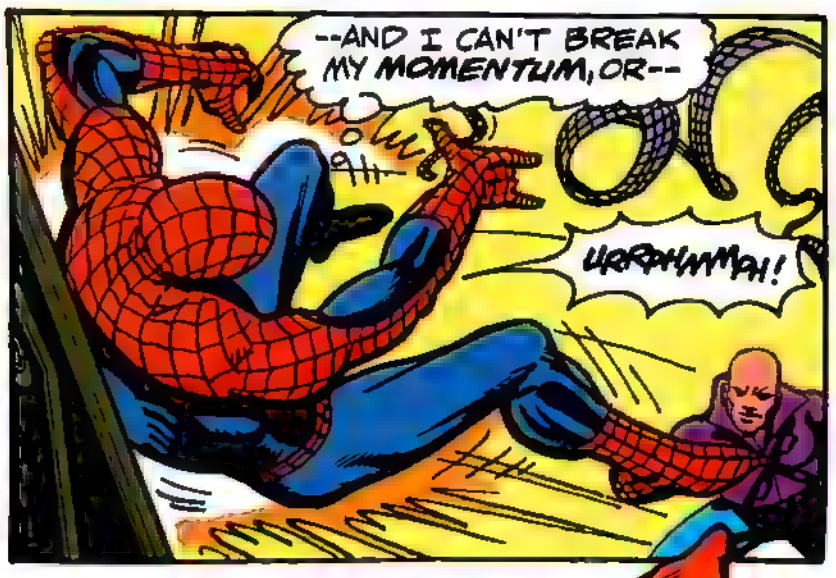

UH-OH! SUPES IS IN TROUBLE!
I'D BETTER--WHOOPS!

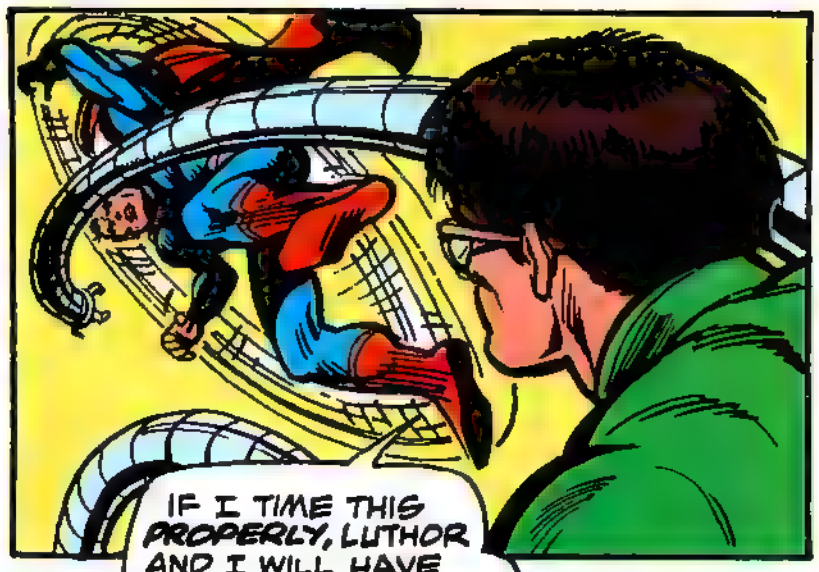

LASER KNOCKED OUT THE LIFE SUPPORT SYSTEM--
--LOSING AIR--
MALFUNCTION LIFE SUPPORT
BLACKING OUT!


DARKNESS FOLLOWS, CLUTCHING OUR HAPLESS HEROES LIKE A SMOTHERING HAND--DRAWING THEM DOWN INTO UNCONSCIOUSNESS.
AND WHEN THE DARKNESS BREAKS APART.
SURPRISED KRYPTONIAN? DON'T BE. I USED ULTRA-FREQUENCY SONICS IN THAT LASER-PROBE--
-- POWERFUL ENOUGH TO HURT EVEN YOU.
LUTHOR... WHAT'S THE PURPOSE OF ALL THIS...?
YOU MEAN--YOU HAVEN'T GUESSED?
THE PURPOSE IS BLACKMAIL OLD ENEMY.
79

AS YOU CAN SEE ON THIS MONITOR SCREEN, MOST OF THE MIDWEST--FROM NEW ORLEANS, THROUGH SAINT LOUIS, TO CHICAGO--IS IN THE MIDST OF A HURRICANE!
MY DOING, OF COURSE, THANKS TO AN ALTERATION OF COMLAB'S ADVANCED COMMUNICATIONS EQUIPMENT.
UNLESS THE U.S. GOVERNMENT PAYS ME TEN BILLION DOLLARS WITHIN THE NEXT HOUR--
--I'LL ALLOW THIS STORM CENTER TO SPREAD AND BUILD UNTIL IT SWAMPS THE ENTIRE WORLD!
OUR POSITION SEEMS CLEAR--eh, SPIDER-MAN?
VERY!
WE'VE GOT TO MOVE--AND MOVE FAST!!
NO! IT ISN'T POSSIBLE!
BOTH OF YOU WERE STUNNED--GROGGY!
80


"YET, NO MATTER--I CAN CONTROL THE ARTIFICIAL GRAVITY IN THIS SATELLITE WITH THE PUSH OF A BUTTON--
FLIK
WHAM
SUPERMAN IS STILL OFF-BALANCE FROM LUTHOR'S SONIC BLAST--
--AND WITHOUT GRAVITY, YOU'RE HELPLESS!
--WHICH GIVES ME JUST THE ADVANTAGE I NEED--
--TO KEEP THOSE SUPER-STRONG FISTS OUT OF REACH!
OH, GREAT! WITHOUT GRAVITY, MY WEB-SHOOTERS WON'T FIRE STRAIGHT--
FWIPP
81





--WITH ONE STONE!!

WHAMM!

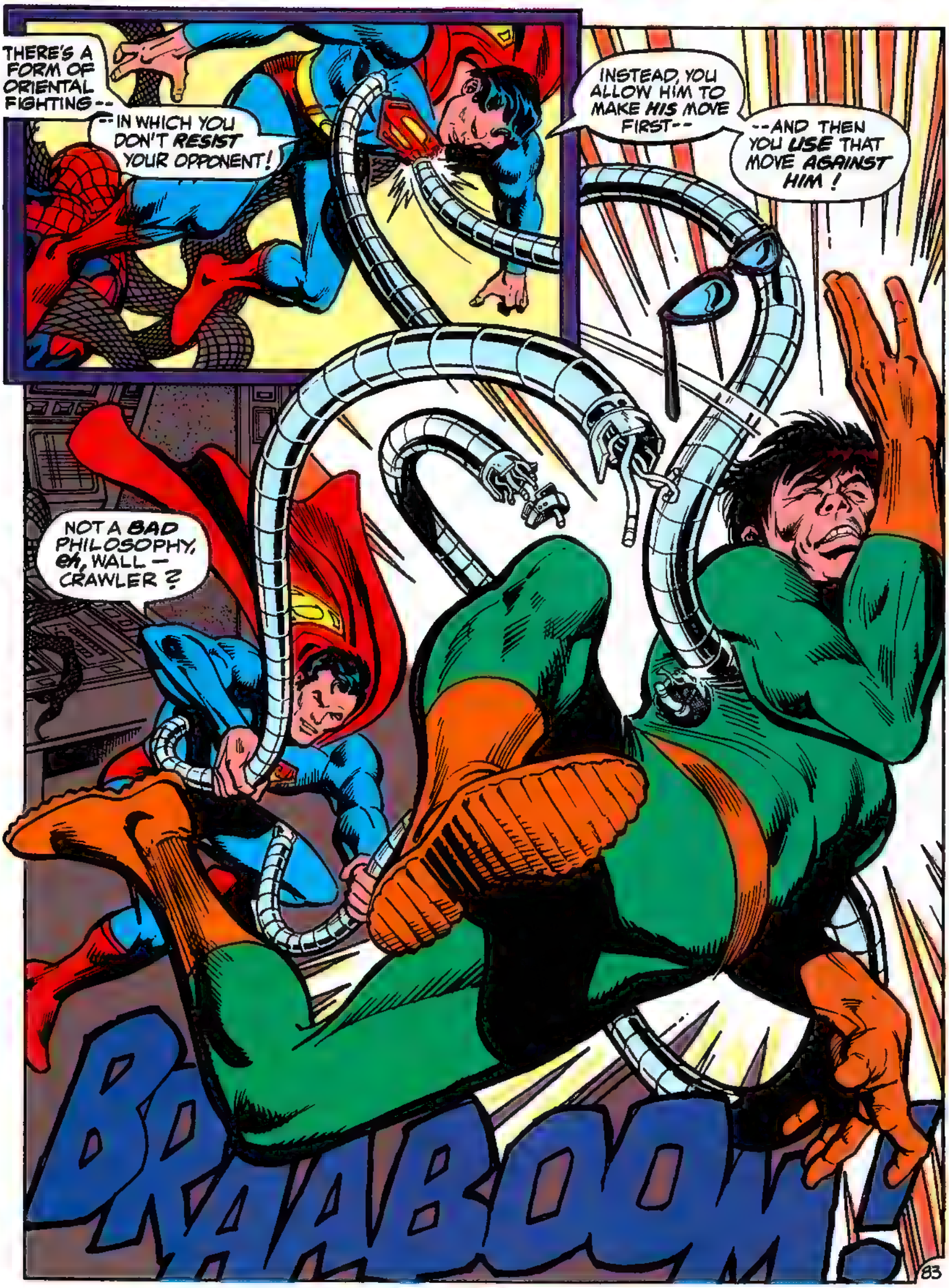
HA

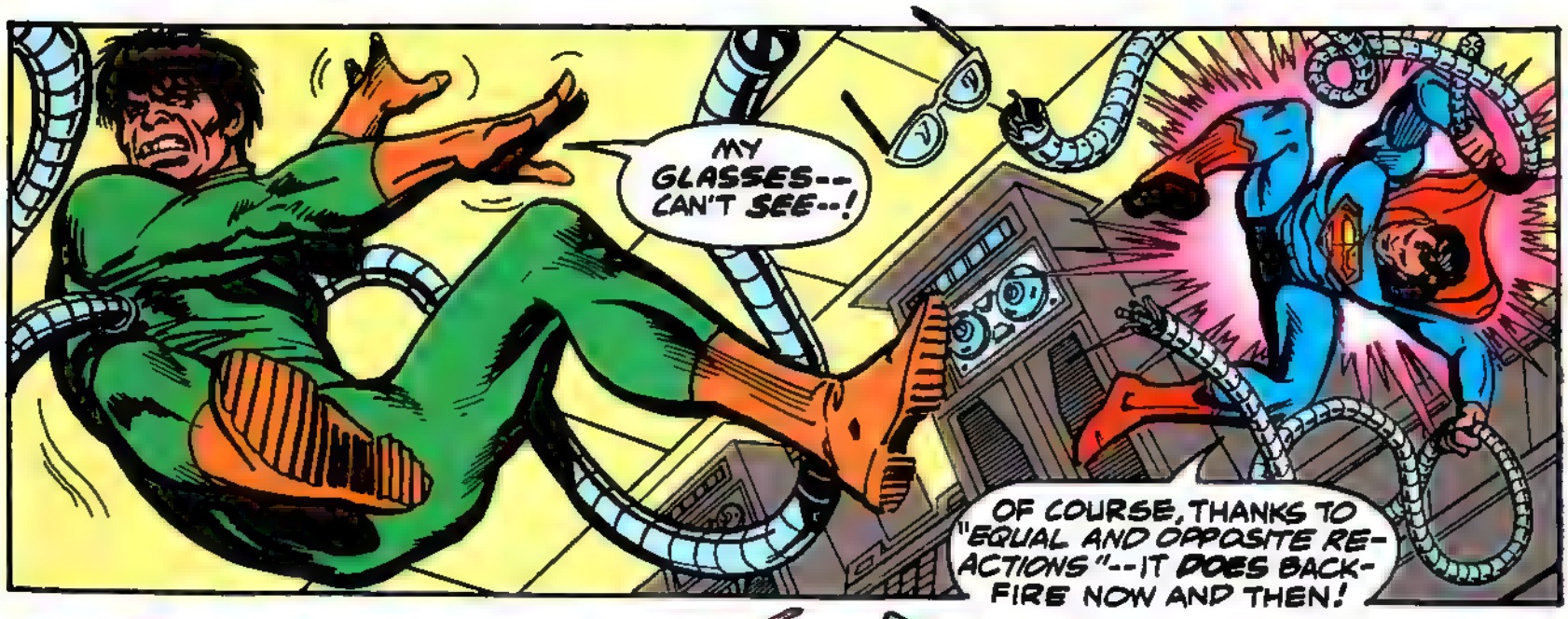
RIP!

WEB-SLINGER, THIS JUST ISN'T WORKING OUT!

WE'VE GOT TO ACT AS A TEAM!!

I'M WITH YOU, FELLA. THE QUESTION IS-- HOW?

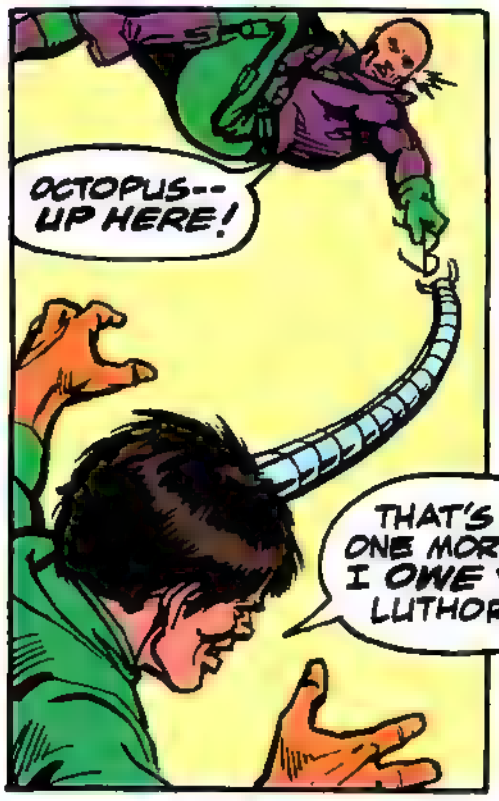

THERE'S A FORM OF ORIENTAL FIGHTING--
--IN WHICH YOU DON'T RESIST YOUR OPPONENT!
INSTEAD, YOU ALLOW HIM TO MAKE HIS MOVE FIRST--
--AND THEN YOU USE THAT MOVE AGAINST HIM!
NOT A BAD PHILOSOPHY, eh, WALL-CRAWLER?
BAAABOOM!
83


MY GLASSES-- CAN'T SEE--!
OF COURSE, THANKS TO "EQUAL AND OPPOSITE RE-ACTIONS"--IT DOES BACK-FIRE NOW AND THEN!

SZAK
UHH-- STILL DIZZY FROM LUTHOR'S SONIC WEAPON!
NOT GOOD!

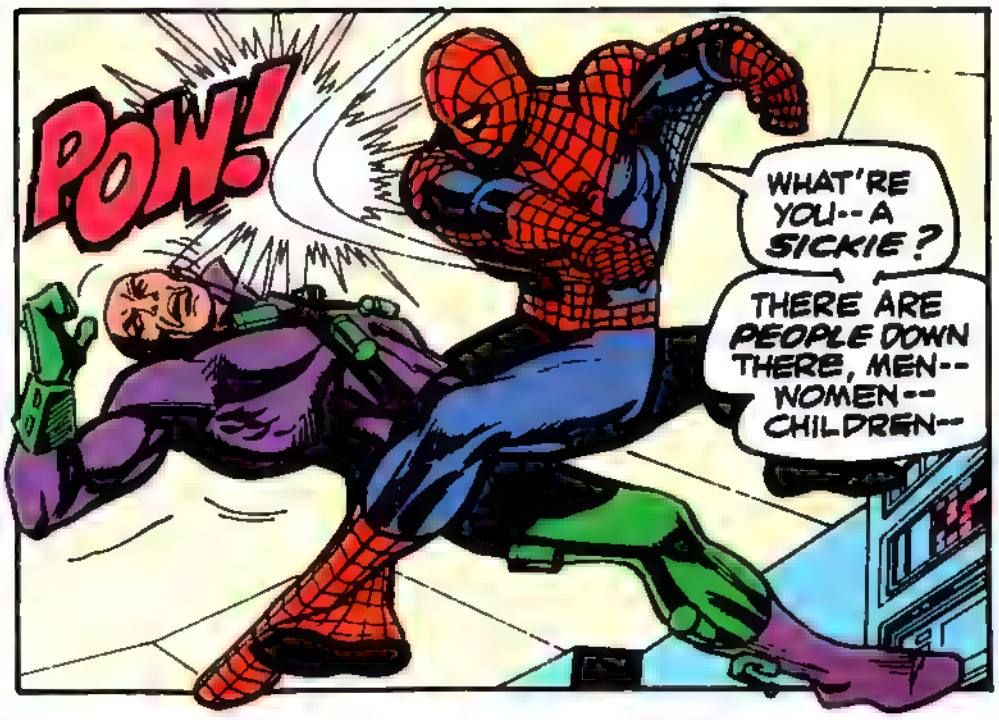
AT EASE, DOCTOR--YOUR GLASSES ARE IN SAFE HANDS!
WHILE OUR ENEMIES FLOUNDER WEIGHTLESSLY, MY JET-BOOTS PROVIDE ME--

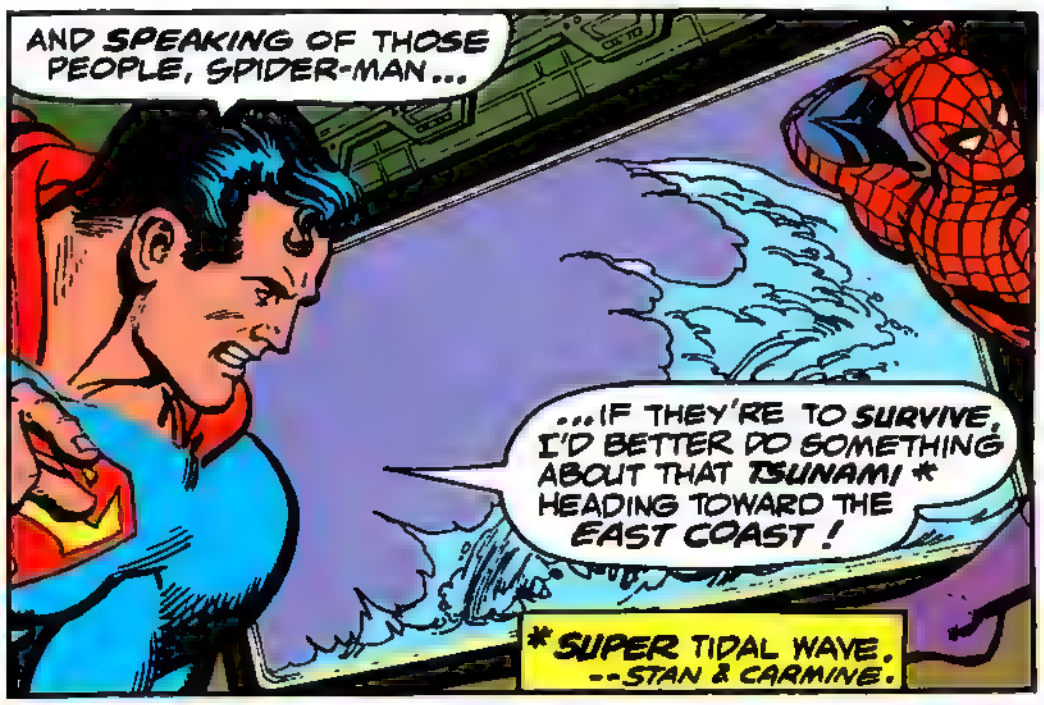
NOW IS THAT FAIR, LEXIE?
LET OCK CATCH HIS OWN GLASSES!


OCTOPUS-- UP HERE!
THAT'S ONE MORE I OWE YOU, LUTHOR!

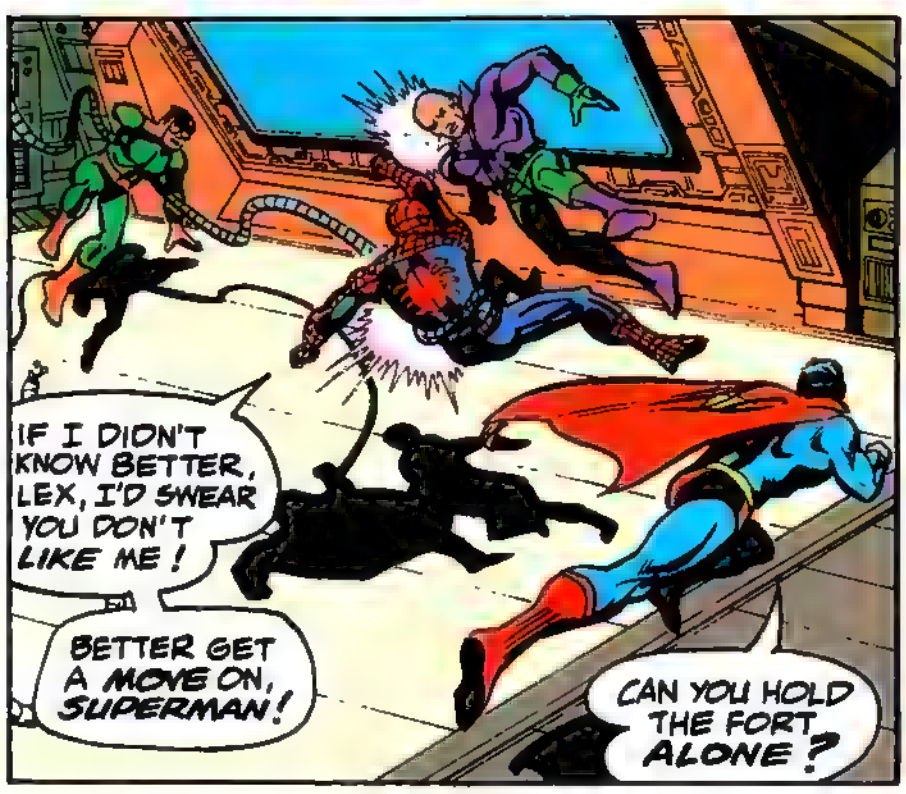
--AND WHEN YOU LEAST EXPECT IT, YOU'LL BE REPAID!
THE MONEY WE'LL RECEIVE IS ENOUGH FOR ONE MAN, NOT--
OH, NO! THEY'RE BROKEN!

LOOK AT YOUR MONITOR, LEX... THE WORLD-WIDE HURRICANE IS GROWING! YOU'VE GOT TO STOP IT NOW--OR IT MIGHT BE TOO LATE!
ARE YOU INSANE?
WHY SHOULD I FOREGO MY REVENGE?


POW!
WHAT'RE YOU--A SICKIE?
THERE ARE PEOPLE DOWN THERE, MEN--WOMEN--CHILDREN--

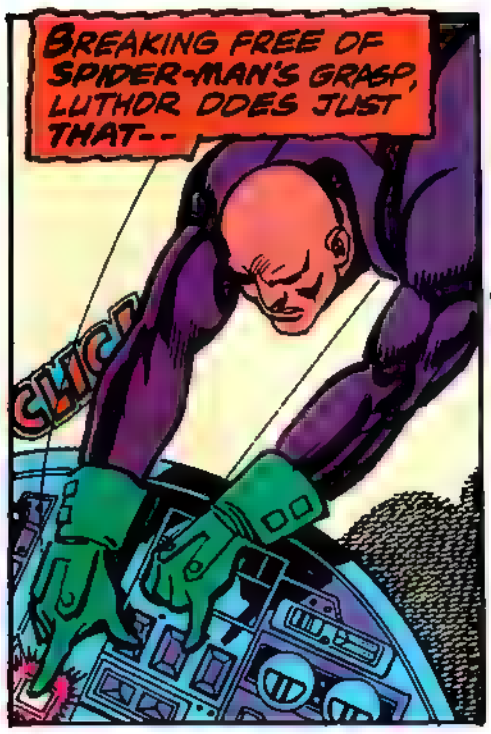

AND SPEAKING OF THOSE PEOPLE, SPIDER-MAN...
...IF THEY'RE TO SURVIVE, I'D BETTER DO SOMETHING ABOUT THAT TSUNAMI * HEADING TOWARD THE EAST COAST!
* SUPER TIDAL WAVE. --STAN & CARMINE.

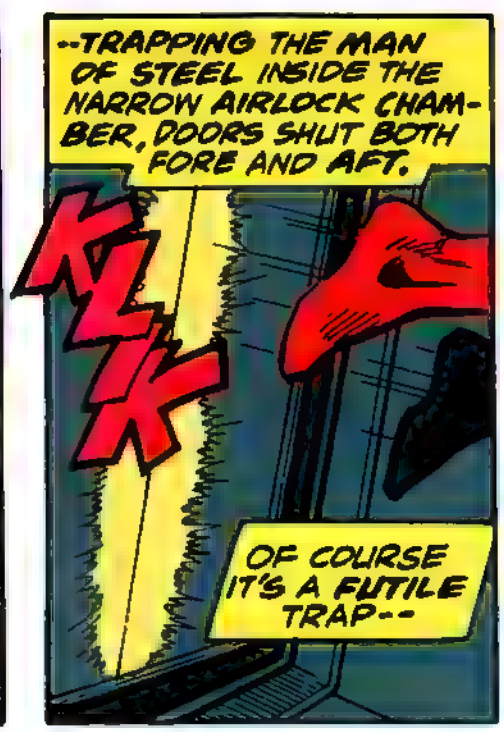
OCTOPUS, DON'T STAND THERE LIKE A FOOL! DO SOMETHING! KILL THEM!

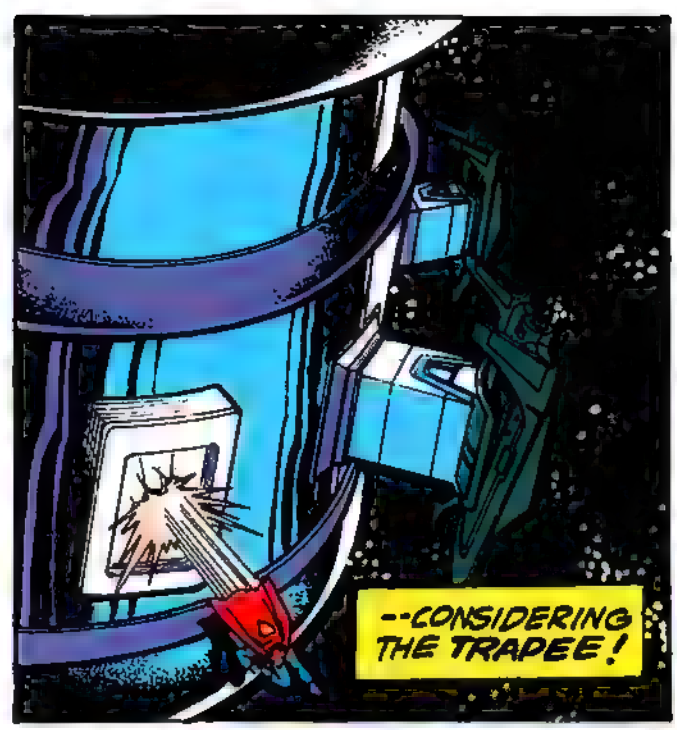

IF I DIDN'T KNOW BETTER, LEX, I'D SWEAR YOU DON'T LIKE ME!
BETTER GET A MOVE ON, SUPERMAN!
CAN YOU HOLD THE FORT ALONE?

DOES WARNER BROTHERS MAKE MOVIES?
FIRST, THE AIRLOCK--

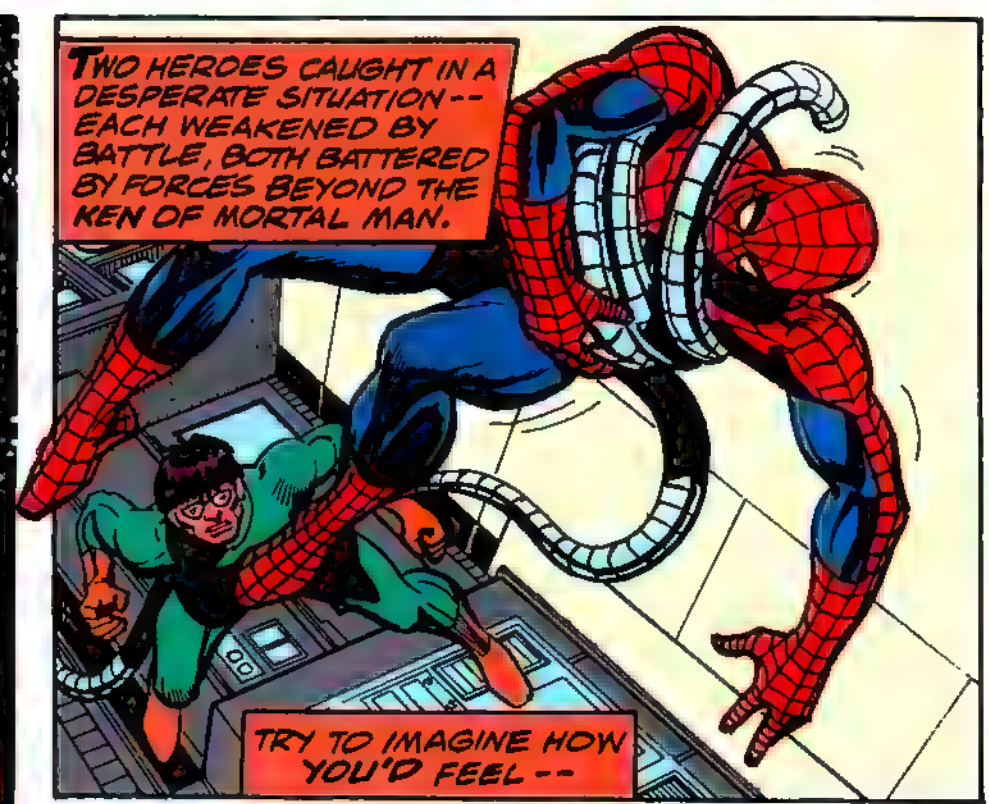
--AND IF I'M LUCKY, I'LL GET THROUGH BEFORE LUTHOR CAN ACTIVATE A DEFENSE DEVICE!


BREAKING FREE OF SPIDER-MAN'S GRASP, LUTHOR DOES JUST THAT--
CLICK

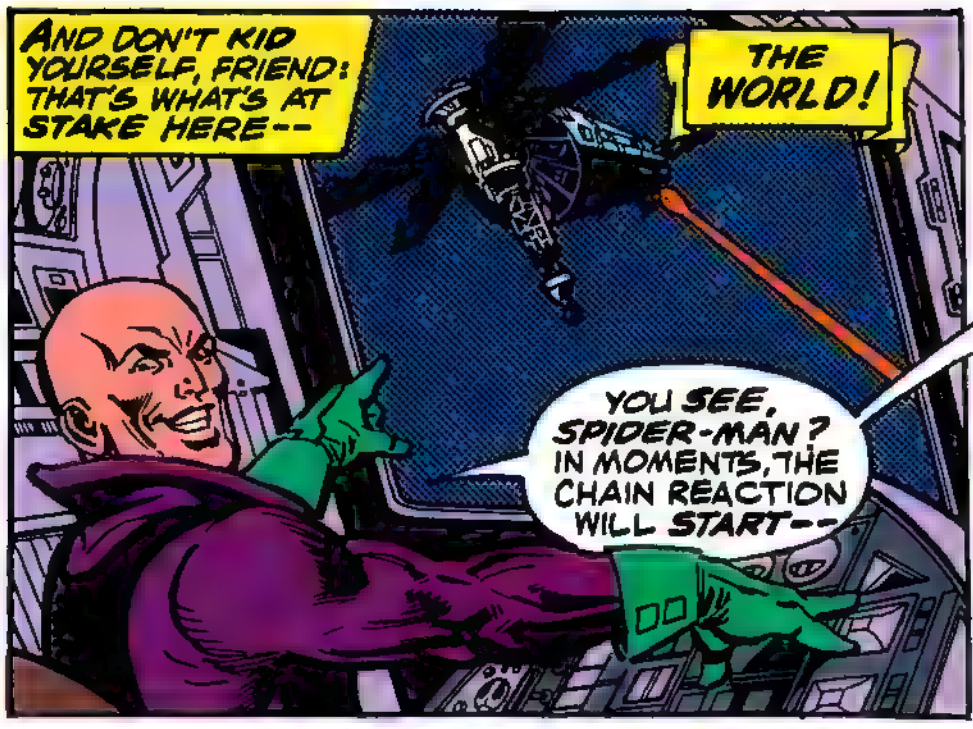

--TRAPPING THE MAN OF STEEL INSIDE THE NARROW AIRLOCK CHAMBER, DOORS SHUT BOTH FORE AND AFT.
KLK
OF COURSE IT'S A FUTILE TRAP--

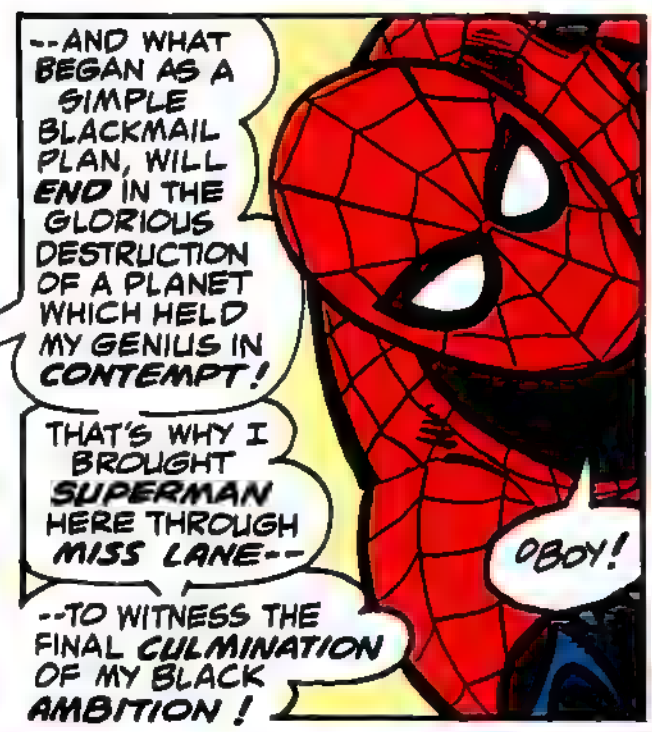

--CONSIDERING THE TRAPEE!

LUTHOR'S SLIPPING-- THE PRESSURE IS BEGINNING TO GET TO HIM!
HE'S ALWAYS WALKED A FINE LINE BETWEEN GENIUS AND INSANITY--
--AND THIS TIME, I THINK HE'S TAKEN THE FATAL FALL!
86

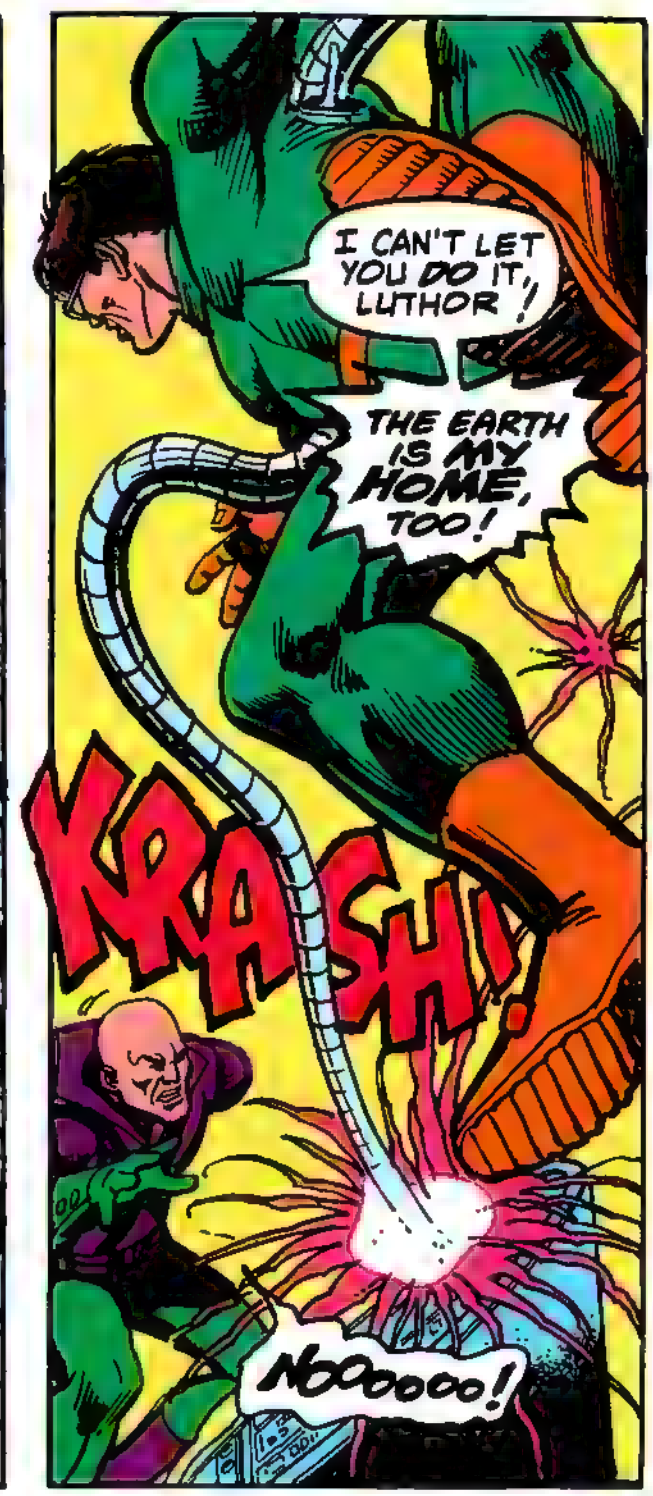

TWO HEROES CAUGHT IN A DESPERATE SITUATION-- EACH WEAKENED BY BATTLE, BOTH BATTERED BY FORCES BEYOND THE KEN OF MORTAL MAN.
TRY TO IMAGINE HOW YOU'D FEEL--

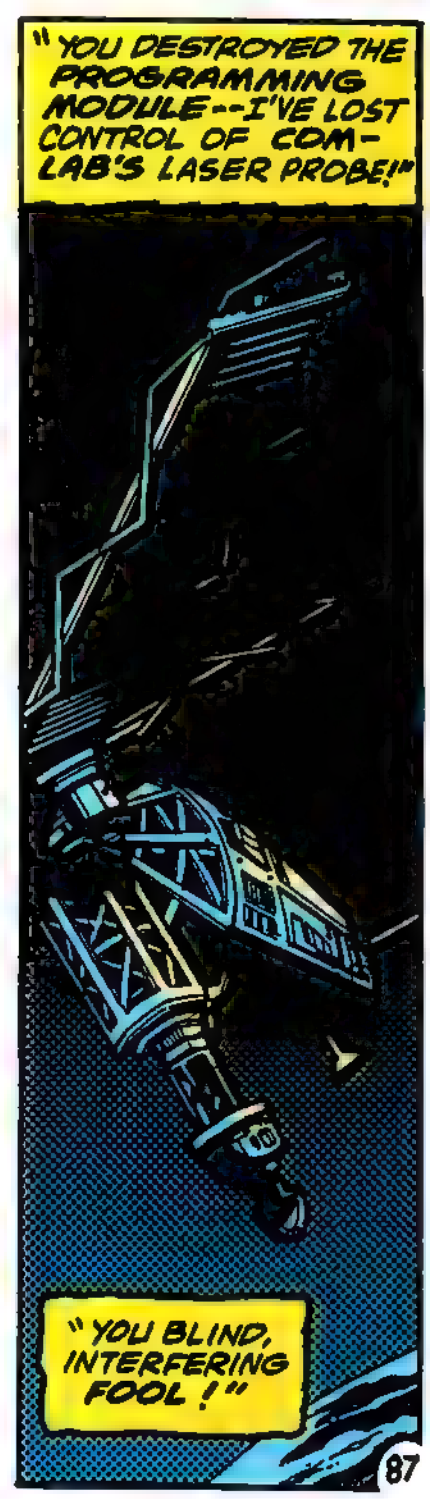
--IF YOUR ACTS DETERMINED THE FATE OF A WORLD!

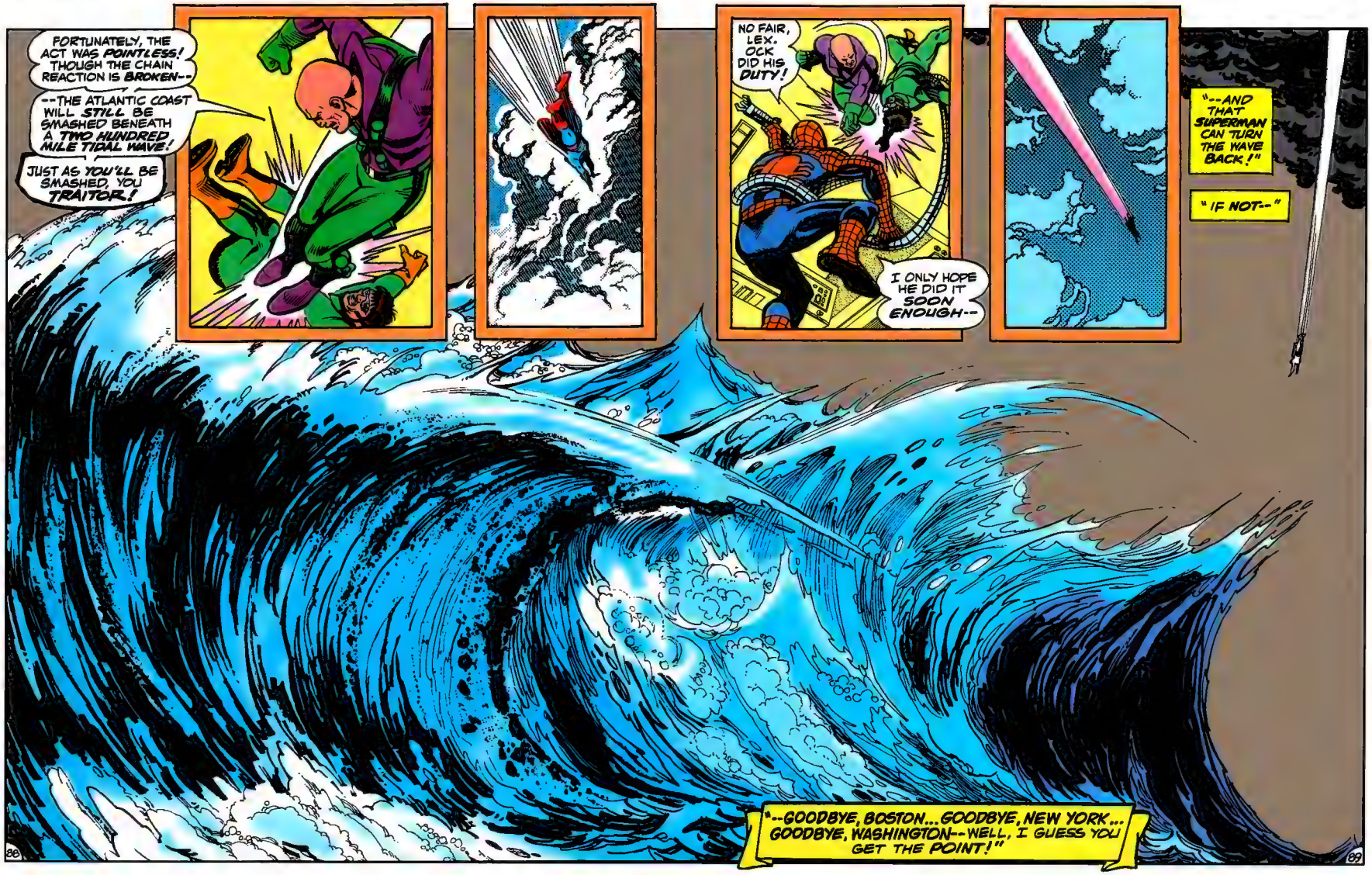

AND DON'T KID YOURSELF, FRIEND: THAT'S WHAT'S AT STAKE HERE--
THE WORLD!
YOU SEE, SPIDER-MAN? IN MOMENTS, THE CHAIN REACTION WILL START--


--AND WHAT BEGAN AS A SIMPLE BLACKMAIL PLAN, WILL END IN THE GLORIOUS DESTRUCTION OF A PLANET WHICH HELD MY GENIUS IN CONTEMPT!
THAT'S WHY I BROUGHT SUPERMAN HERE THROUGH MISS LANE--
--TO WITNESS THE FINAL CULMINATION OF MY BLACK AMBITION!
OBOY!

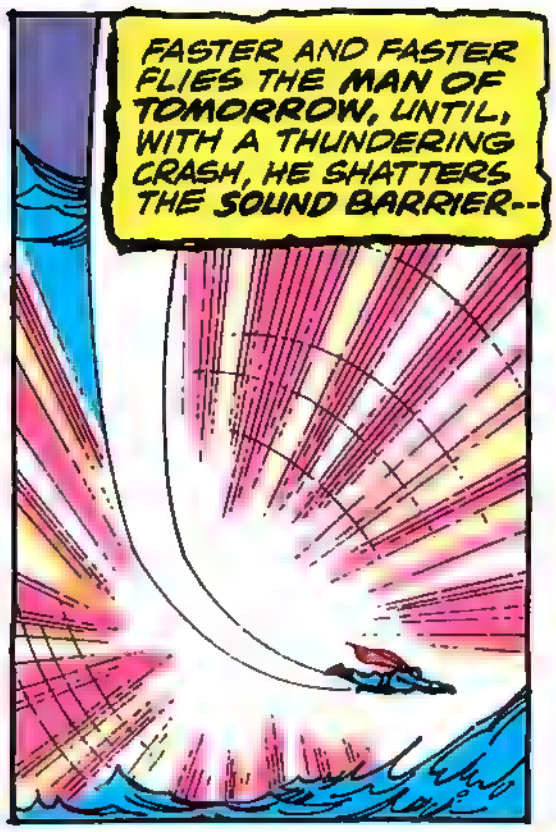
YOU HEAR THAT GUY, OCKIE?
HE'S GONNA DESTROY THE EARTH!
WHERE'RE YOU GOING TO SPEND YOUR LOOT THEN, FRIEND?
DEAR LORD-- HE'S MAD!

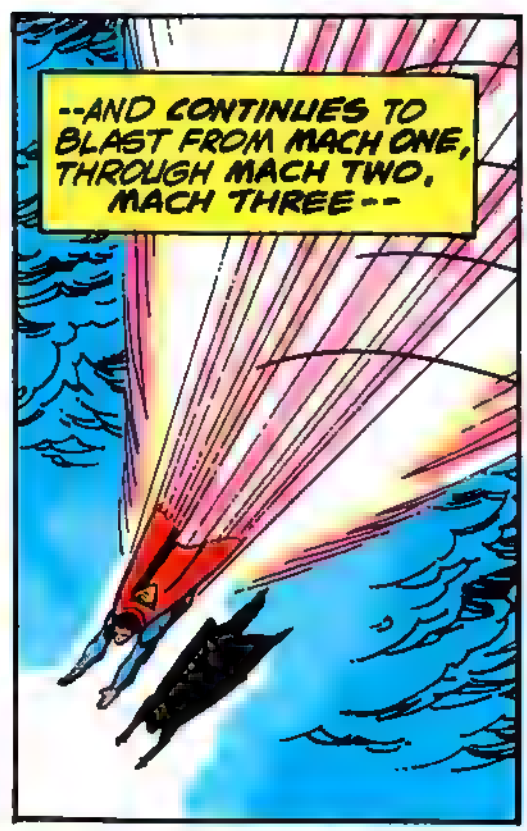

I CAN'T LET YOU DO IT, LUTHOR!
THE EARTH IS MY HOME, TOO!
KRASH!
NOOOOOO!

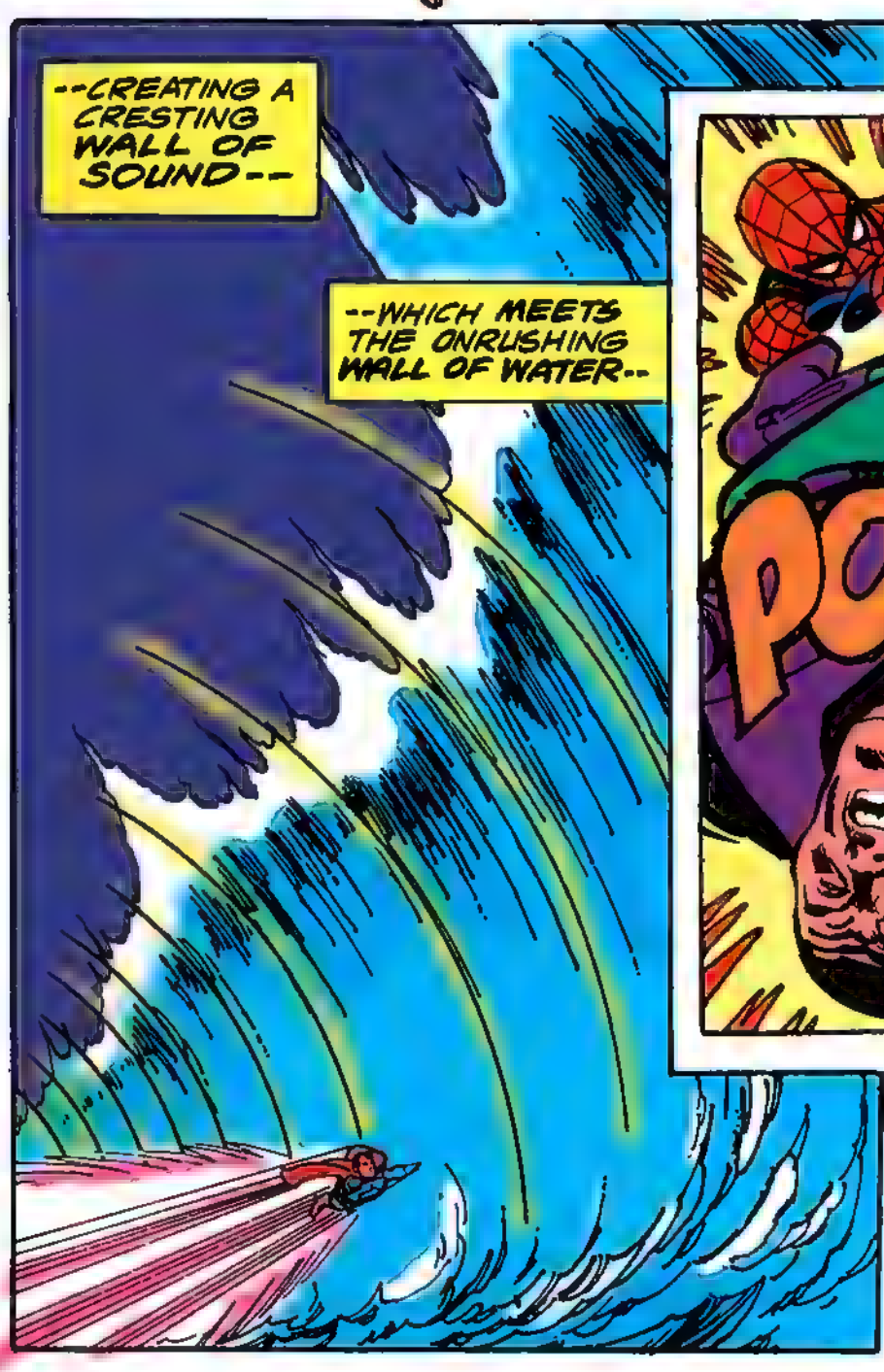

"YOU DESTROYED THE PROGRAMMING MODULE--I'VE LOST CONTROL OF COM-LAB'S LASER PROBE!"
"YOU BLIND, INTERFERING FOOL!"


FORTUNATELY, THE ACT WAS POINTLESS! THOUGH THE CHAIN REACTION IS BROKEN--
--THE ATLANTIC COAST WILL STILL BE SMASHED BENEATH A TWO HUNDRED MILE TIDAL WAVE!
JUST AS YOU'LL BE SMASHED, YOU TRAITOR!
NO FAIR, LEX. OCK DID HIS DUTY!
I ONLY HOPE HE DID IT SOON ENOUGH--
"--AND THAT SUPERMAN CAN TURN THE WAVE BACK!"
"IF NOT--"
"--GOODBYE, BOSTON... GOODBYE, NEW YORK... GOODBYE, WASHINGTON--WELL, I GUESS YOU GET THE POINT!"

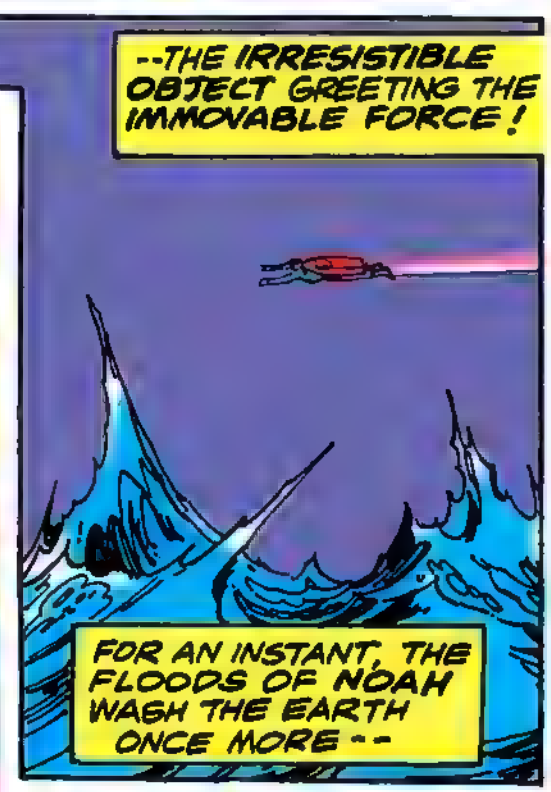
INDEED WE DO, WALL-CRAWLER!
ONE MILE HIGH--200 MILES LONG!
ONE SLIM CHANCE TO STOP IT--IF ONLY MY HEAD WOULD CLEAR!

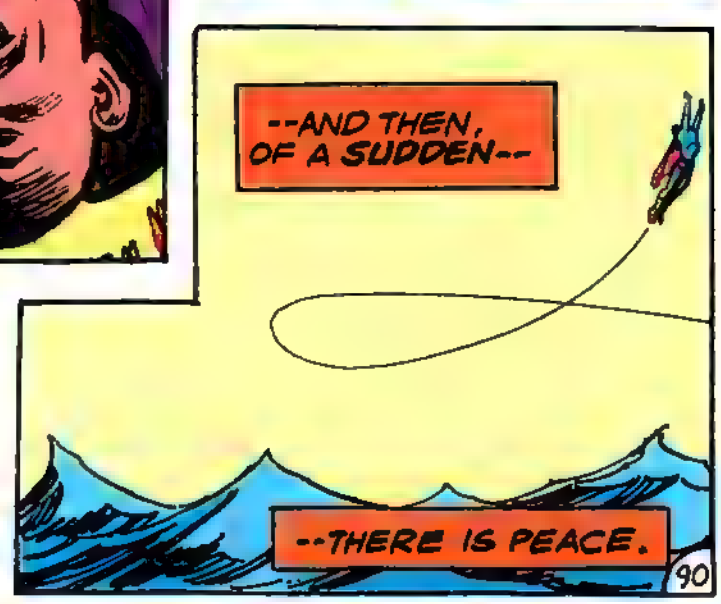

FASTER AND FASTER FLIES THE MAN OF TOMORROW, UNTIL, WITH A THUNDERING CRASH, HE SHATTERS THE SOUND BARRIER--

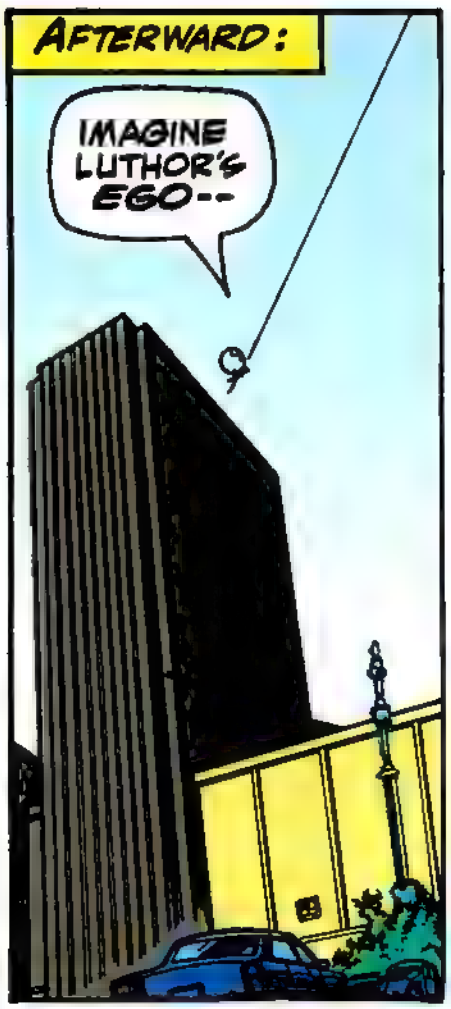

--AND CONTINUES TO BLAST FROM MACH ONE, THROUGH MACH TWO, MACH THREE--

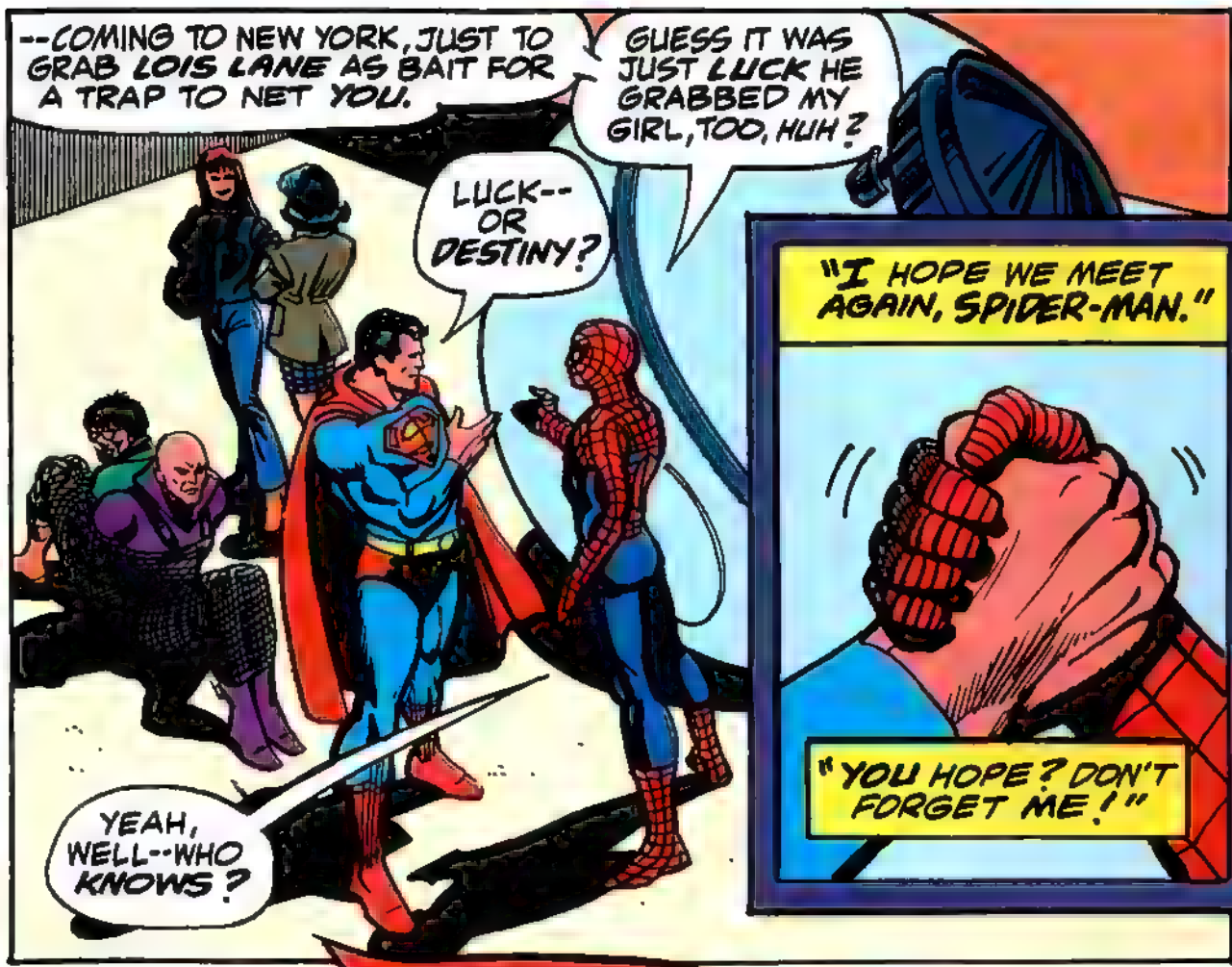

--CREATING A CRESTING WALL OF SOUND--
--WHICH MEETS THE ONRUSHING WALL OF WATER--

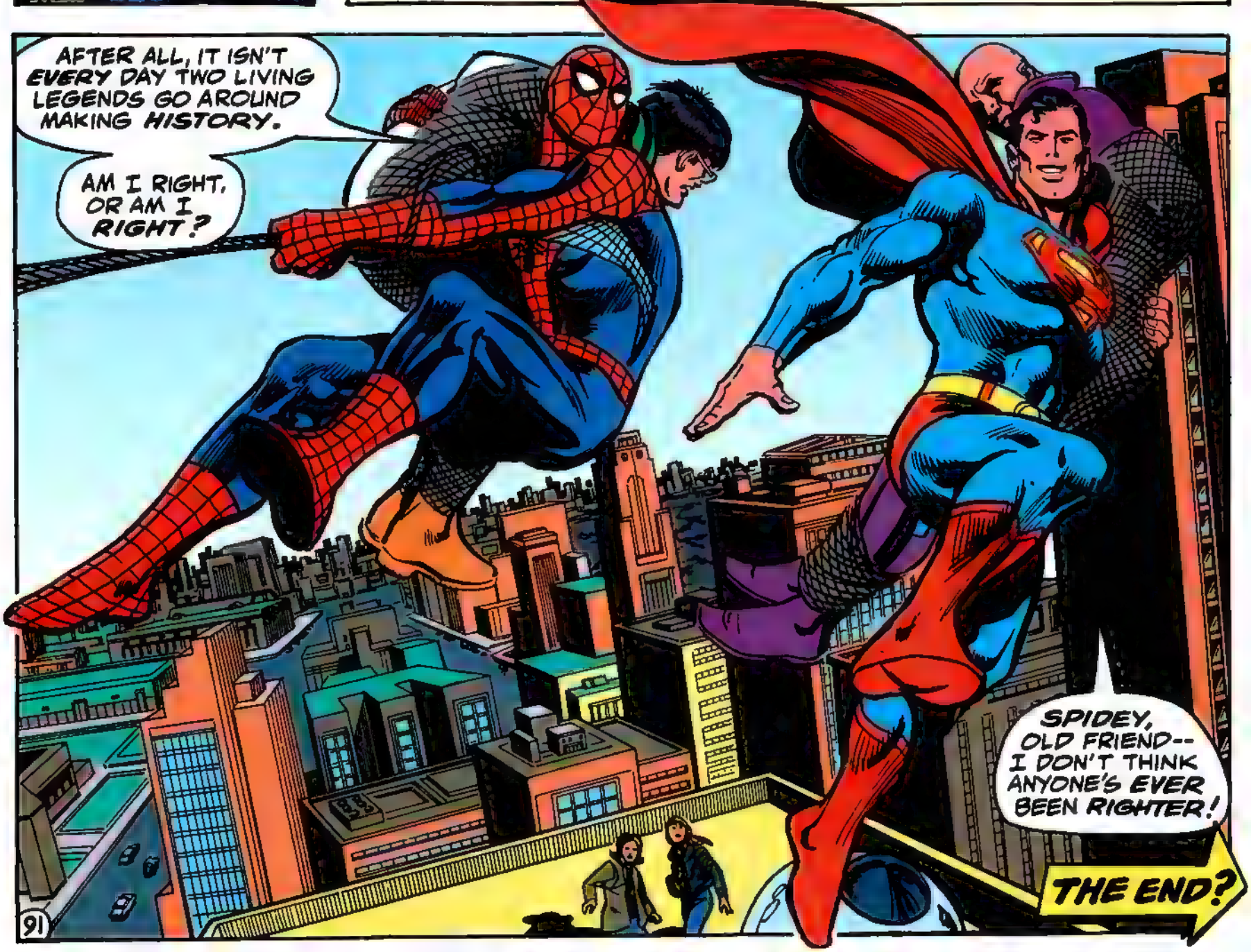
POW


--THE IRRESISTIBLE OBJECT GREETING THE IMMOVABLE FORCE!
FOR AN INSTANT, THE FLOODS OF NOAH WASH THE EARTH ONCE MORE--


--AND THEN, OF A SUDDEN--
--THERE IS PEACE.


AFTERWARD:
IMAGINE LUTHOR'S EGO--


--COMING TO NEW YORK, JUST TO GRAB LOIS LANE AS BAIT FOR A TRAP TO NET YOU.
GUESS IT WAS JUST LUCK HE GRABBED MY GIRL, TOO, HUH?
LUCK-- OR DESTINY?
YEAH, WELL--WHO KNOWS?
"I HOPE WE MEET AGAIN, SPIDER-MAN."
"YOU HOPE? DON'T FORGET ME!"


AFTER ALL, IT ISN'T EVERY DAY TWO LIVING LEGENDS GO AROUND MAKING HISTORY.
AM I RIGHT, OR AM I RIGHT?
SPIDEY, OLD FRIEND-- I DON'T THINK ANYONE'S EVER BEEN RIGHTER!
THE END?

NOT QUITE! THERE'S STILL OUR EVER-LOVIN'--
EPILOGUE
TWENTY MINUTES LATER, AFTER DELIVERING THEIR RESPECTIVE VILLAINS TO THEIR RESPECTIVE JAILS, TWO HEROES SWITCH TO THEIR ALTER-EGOS, AS...
SETTING UP AN AUTOMATIC VIDEO-CAMERA TO RECORD OUR ARRIVAL IN COLUMBUS CIRCLE WAS A STROKE OF GENIUS, CLARK...
...SOME GREAT PICTURES ON MY AUTOMATIC SNAP-SHOTTER OF ME'N SUPES--
--HITTING THE COLISEUM JUST NOW. GOOD THINKING, PETER, MY MAN.
GET THE DRIFT, READER? IF NOT, JUMP AHEAD A FEW MOMENTS TO A SCENE IN A NEARBY RESTAURANT...
KENT, YOU'RE UNBELIEVABLE.
AN EXCLUSIVE STORY-- POSITIVE?
IF YOU'RE TALKING ABOUT SUPERMAN AND SPIDER-MAN IN MANHATTAN-- I'VE GOT SOME PICS OF THAT MYSELF!
PETER PARKER-- LONG TIME NO SEE!
DID YOU SAY-- PHOTOS?
IT SEEMS WE COVERED THE SAME EVENT, PARKER-- THOUGH I DON'T RECALL SEEING YOU THERE.
I STICK TO THE SHADOWS, KENT...
...APPARENTLY JUST LIKE YOU.
WELL, JONAH-- DO I GET A RAISE?
HEH-- WE'LL TALK ABOUT THAT TOMORROW, PETER M'BOY.
IN THE MEANTIME-- HAVE A DINNER ON ME!
JONAH, YOU'RE A REAL SAINT!
TRUE. SO TRUE!
MAYBE YOU'LL ANCHOR OUR CONVENTION COVERAGE AFTER ALL, KENT.
GO AHEAD-- TAKE LANE TO DINNER. ON ME!
THANKS, MR. EDGE.
AND SO, AS OUR HEROES FADE INTO THE SUNSET, WE BID THEM A FOND FAREWELL--SECURE IN THE KNOWLEDGE THAT PEACE REIGNS ON EARTH, AND THAT JUSTICE IS TRIUMPHANT--
--FOR TONIGHT, ANYWAY.
92
AND, FOLKS, THIS IS DEFINITELY--THE END!

02930

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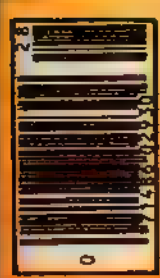
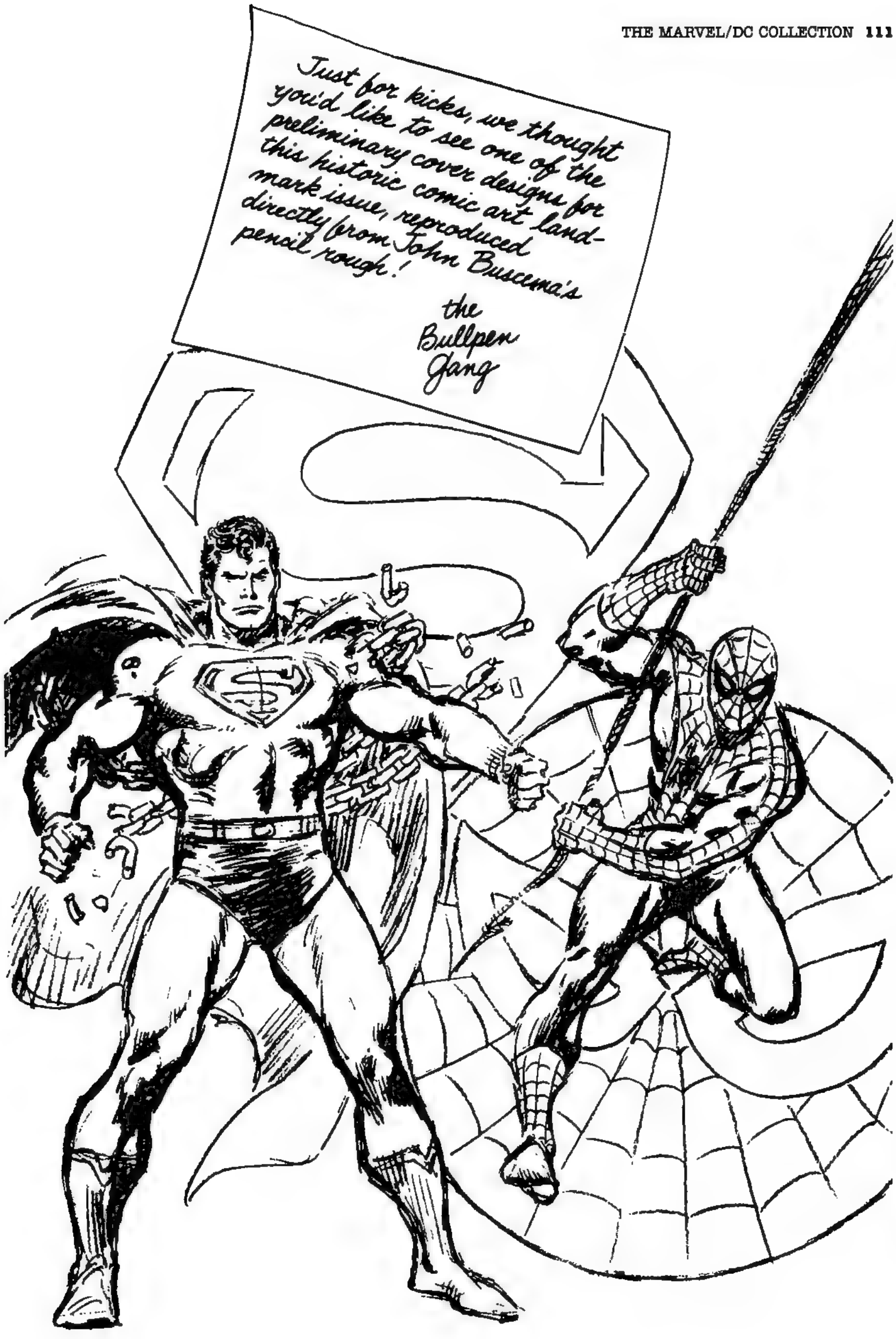
SUPERMAN® AND SPIDER-MAN®



FEATURING THE MURDEROUS MENACE OF... DOCTOR DOOM AND THE PARASITE!


Just for kicks, we thought you'd like to see one of the preliminary cover designs for this historic comic art landmark issue, reproduced directly from John Buscema's pencil rough!
the Bullpen Gang

Intro by Marv Wolfman

During the course of my career I have been on staff at both Marvel and DC, so, in one way or another, I have been involved in all the DC-Marvel crossovers. I worked with the writers and artists, making notes and plot suggestions. But I was to get my turn at bat with the second Superman/Spider-Man team-up. And frankly, I couldn't wait.

I've always...*always* said that my favorite super-hero of all time was Superman. Bar none. I've written Superman on and off during much of my career thus far, and was even fortunate enough to be part of the latest Superman re-workings in designing the new Luthor and to some degree the more urban feel of the character.

On the other hand, I was at the time the writer of Spider-Man who was, without fail, my favorite Marvel character. He was the most fun to write, and I had written during my eight years there virtually every character they published. And finally I'd have the chance to put my two favorite heroes together.

But writing crossovers is far more difficult than writing any regular books. There is an unwritten requirement that the heroes of both companies be played equally. You couldn't have Superman solve the entire case while Spider-Man watched from the side of a building simply because Superman could do everything Spider-Man could and more. You had to be, dare I say, politically correct. There were millions of fans of all the characters used waiting for you to make a mistake, or to be seen favoring one hero or another.

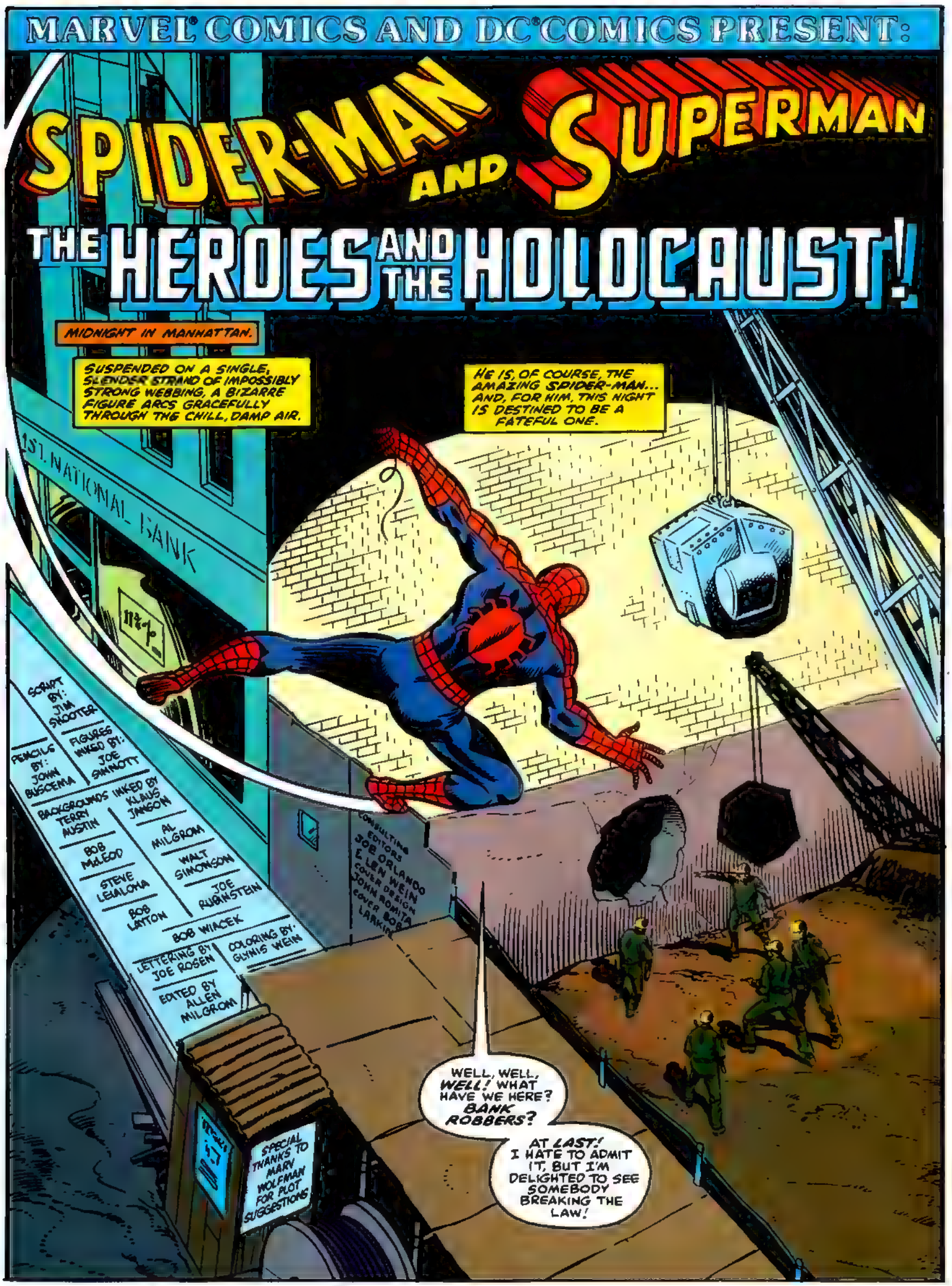
However, I had decided to leave Marvel in the fall of 1979 and move over to DC. I had hoped, of course, that I could continue to write the team-up story, but soon found that was impossible. It was Marvel's turn to produce the book. The story was turned over to Marvel's Editor-in-Chief, Jim Shooter, to write.

Jim had created the Parasite back when he was a young teenager writing Superman. So the Parasite was an obvious choice for the DC villain. Dr. Doom was definitely a logical Marvel villain. At that time both the Hulk and Wonder Woman were on TV, and the companies requested they be included in the story as well.

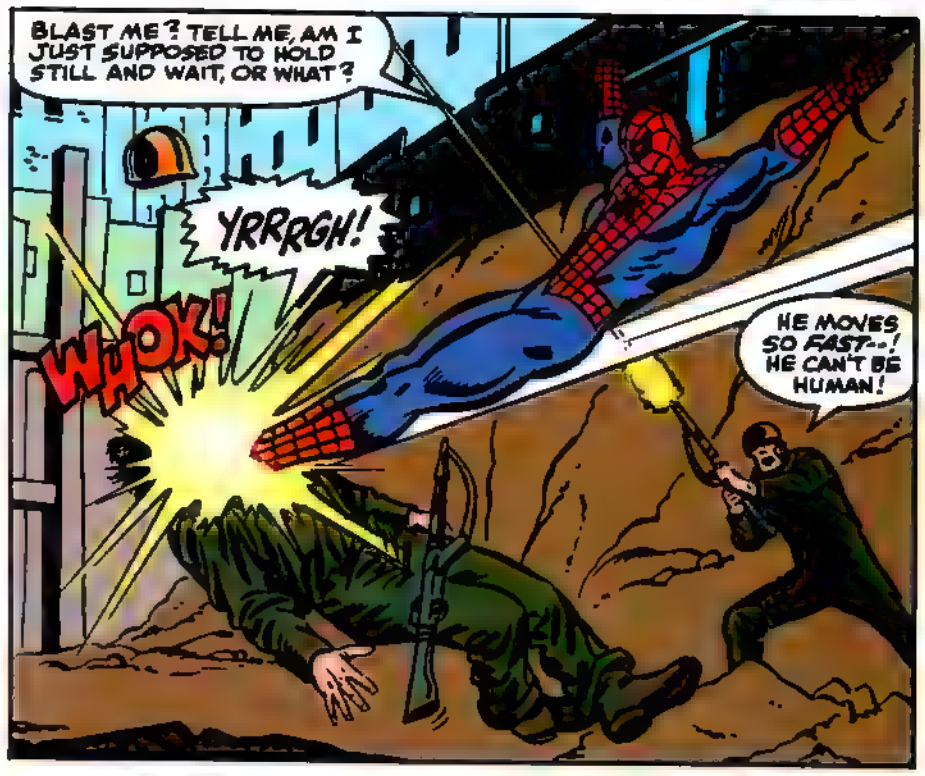
I came up with some other ideas, made a few more suggestions to Jim, and he went on to write a story that was magnificently illustrated by John Buscema and Joe Sinnott. I would have loved to write this book. Heck, I would have loved to write *any* of the team-ups, and I almost got my chance another time with the second Teen Titans/X-Men crossover, but just before we were supposed to go into production, DC and Marvel decided to end the crossovers for the foreseeable future.

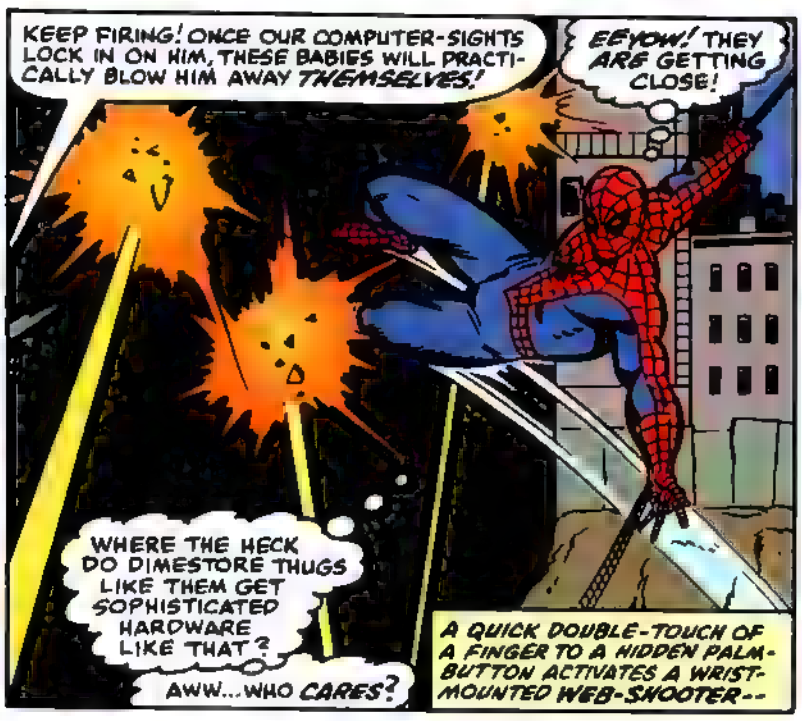
Well, this book you're now holding proves that DC and Marvel are talking team-ups again. So perhaps I may still get my chance.

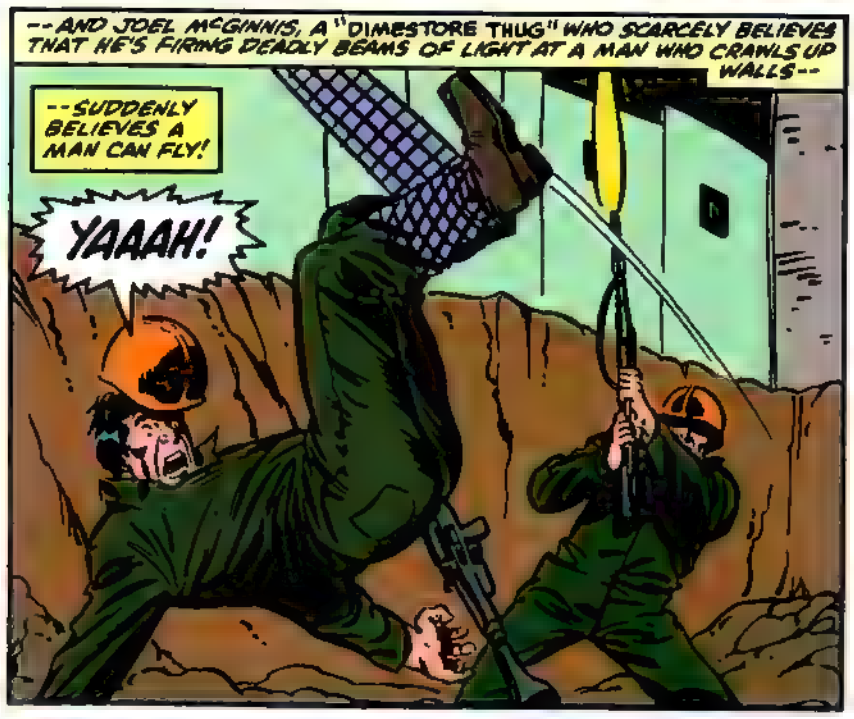
Have fun with this. I know I did.

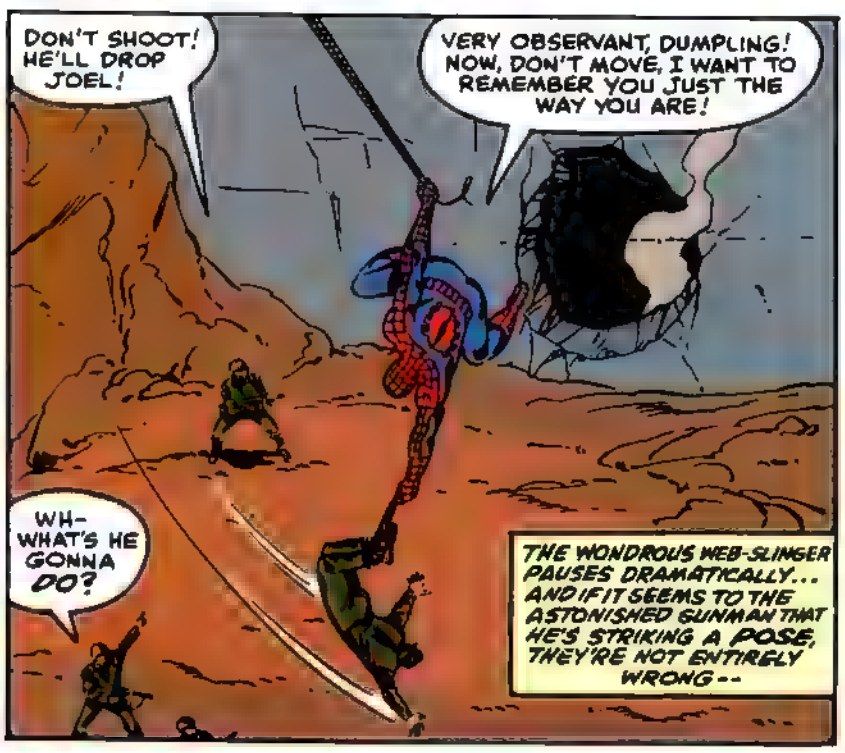

MARVEL® COMICS AND DC® COMICS PRESENT:
SPIDER-MAN AND SUPERMAN
THE HEROES AND THE HOLOCAUST!
MIDNIGHT IN MANHATTAN.
SUSPENDED ON A SINGLE, SLENDER STRAND OF IMPOSSIBLY STRONG WEBBING, A BIZARRE FIGURE ARCS GRACEFULLY THROUGH THE CHILL, DAMP AIR.
HE IS, OF COURSE, THE AMAZING SPIDER-MAN... AND, FOR HIM, THIS NIGHT IS DESTINED TO BE A FATEFUL ONE.
1ST. NATIONAL BANK
SCRIPT BY: JIM SHOOTER
PENCILS BY: JOHN BUSCEMA
FIGURES INKED BY: JOE SINNOTT
BACKGROUNDS TERRY AUSTIN
INKED BY KLAUS JANSON
BOB McLEOD
AL MILGROM
STEVE LEIALOHA
WALT SIMONSON
BOB LAYTON
JOE RUBINSTEIN
BOB WIACEK
LETTERING BY JOE ROSEN
COLORING BY: GLYNIS WEIN
EDITED BY ALLEN MILGROM
CONSULTING EDITORS JOE ORLANDO & LEN WEIN
COVER DESIGN JOHN ROMITA
COVER BOB LARKIN
SPECIAL THANKS TO MARV WOLFMAN FOR PLOT SUGGESTIONS
WELL, WELL, WELL! WHAT HAVE WE HERE? BANK ROBBERS?
AT LAST! I HATE TO ADMIT IT, BUT I'M DELIGHTED TO SEE SOMEBODY BREAKING THE LAW!

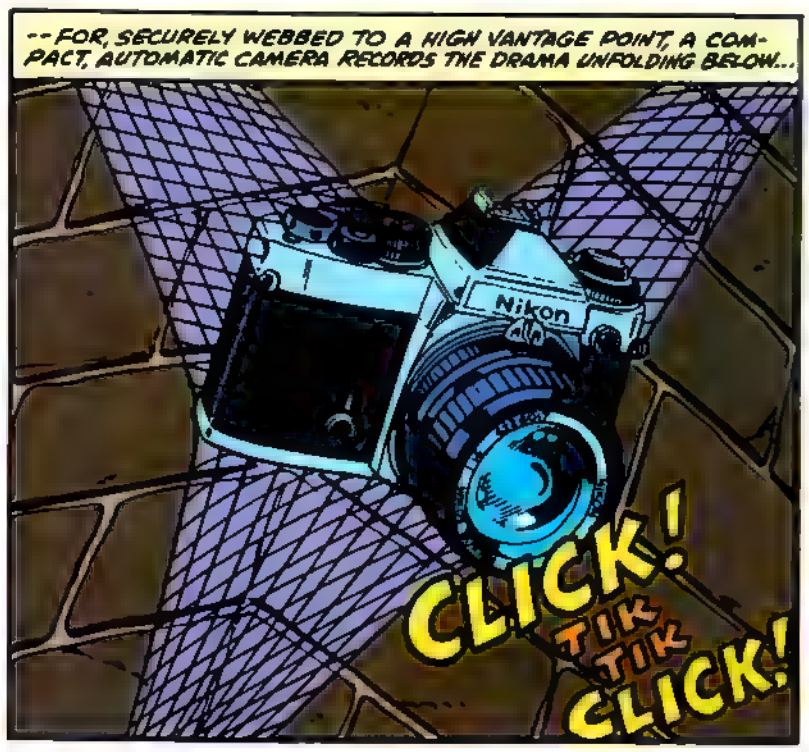
HIYA, GUYS!
HUH?
S-SPIDER MAN?!
SO? WE FIGURED ON TROUBLE! THAT'S WHY WE GOT OURSELVES THESE EXPENSIVE LASER-POPGUNS!
BUT I NEVER FIGURED ON ANYTHING LIKE... HIM!
SHUT UP AND BLAST HIM!


BLAST ME? TELL ME, AM I JUST SUPPOSED TO HOLD STILL AND WAIT, OR WHAT?
YRRRGH!
WHOK!
HE MOVES SO FAST--! HE CAN'T BE HUMAN!

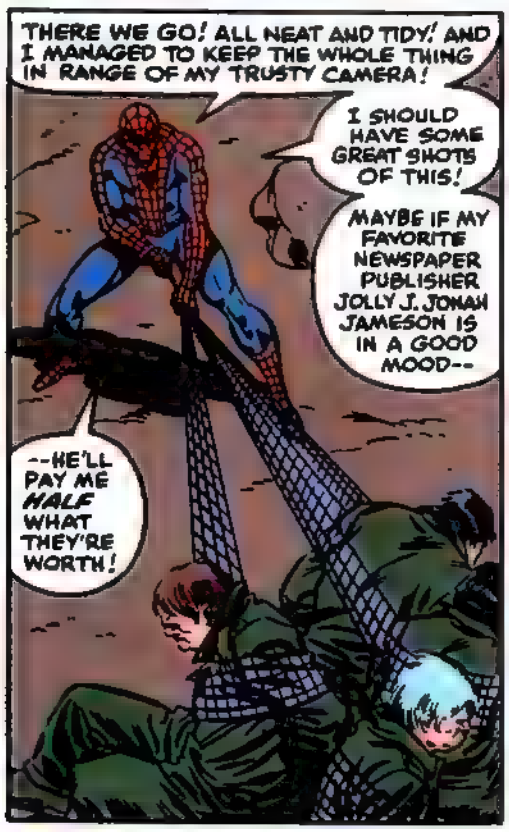

KEEP FIRING! ONCE OUR COMPUTER-SIGHTS LOCK IN ON HIM, THESE BABIES WILL PRACTICALLY BLOW HIM AWAY THEMSELVES!
EEYOW! THEY ARE GETTING CLOSE!
WHERE THE HECK DO DIMESTORE THUGS LIKE THEM GET SOPHISTICATED HARDWARE LIKE THAT?
AWW... WHO CARES?
A QUICK DOUBLE-TOUCH OF A FINGER TO A HIDDEN PALM-BUTTON ACTIVATES A WRIST-MOUNTED WEB-SHOOTER--

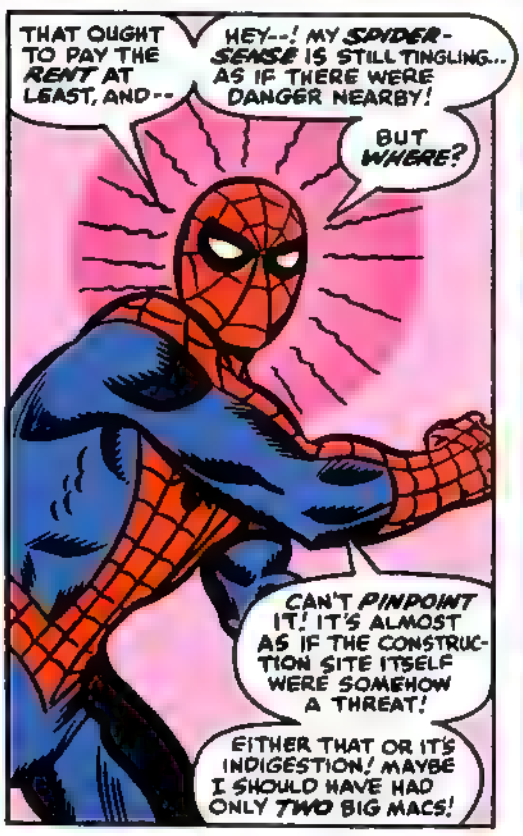

--AND JOEL McGINNIS, A "DIMESTORE THUG" WHO SCARCELY BELIEVES THAT HE'S FIRING DEADLY BEAMS OF LIGHT AT A MAN WHO CRAWLS UP WALLS--
--SUDDENLY BELIEVES A MAN CAN FLY!
YAAAH!


DON'T SHOOT! HE'LL DROP JOEL!
VERY OBSERVANT, DUMPLING! NOW, DON'T MOVE, I WANT TO REMEMBER YOU JUST THE WAY YOU ARE!
WH-WHAT'S HE GONNA DO?
THE WONDROUS WEB-SLINGER PAUSES DRAMATICALLY... AND IF IT SEEMS TO THE ASTONISHED GUNMAN THAT HE'S STRIKING A POSE, THEY'RE NOT ENTIRELY WRONG--


--FOR, SECURELY WEBBED TO A HIGH VANTAGE POINT, A COMPACT, AUTOMATIC CAMERA RECORDS THE DRAMA UNFOLDING BELOW...
Nikon
CLICK!
TIK TIK
CLICK!

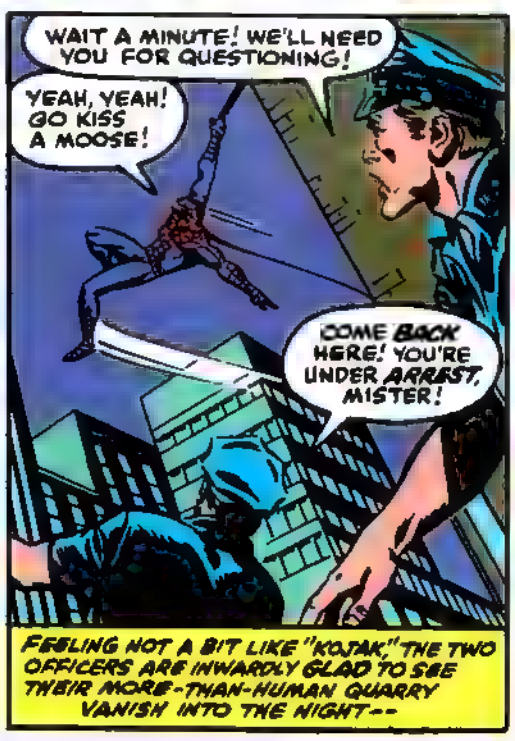
SUDDENLY...
LOOK OUT! UFFF!
WHOK!
WHUD!
♫ CALL ME IRRESPONSIBLE, YES, I'M UNRELIABLE...♪
SCOOBY-DO-WAP-DO-WAH!

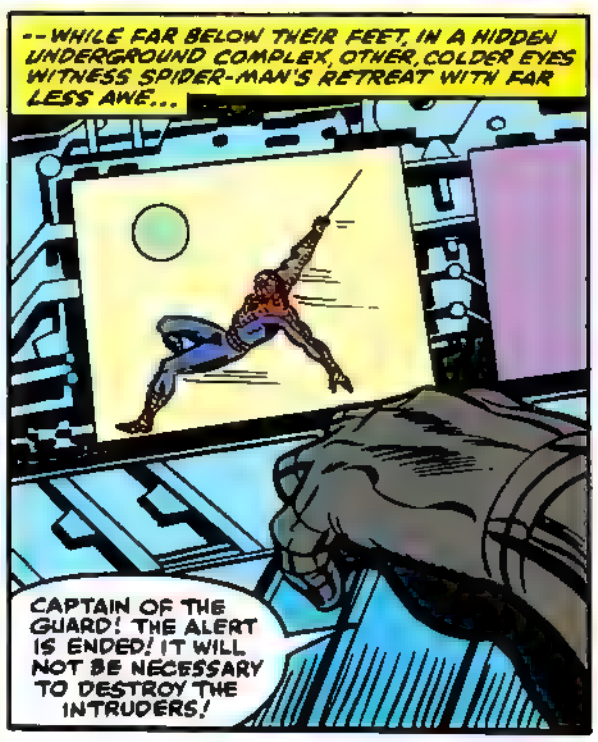

THERE WE GO! ALL NEAT AND TIDY! AND I MANAGED TO KEEP THE WHOLE THING IN RANGE OF MY TRUSTY CAMERA!
I SHOULD HAVE SOME GREAT SHOTS OF THIS!
MAYBE IF MY FAVORITE NEWSPAPER PUBLISHER JOLLY J. JONAH JAMESON IS IN A GOOD MOOD--
--HE'LL PAY ME HALF WHAT THEY'RE WORTH!


THAT OUGHT TO PAY THE RENT AT LEAST, AND--
HEY--! MY SPIDER-SENSE IS STILL TINGLING... AS IF THERE WERE DANGER NEARBY!
BUT WHERE?
CAN'T PINPOINT IT! IT'S ALMOST AS IF THE CONSTRUCTION SITE ITSELF WERE SOMEHOW A THREAT!
EITHER THAT OR IT'S INDIGESTION! MAYBE I SHOULD HAVE HAD ONLY TWO BIG MACS!

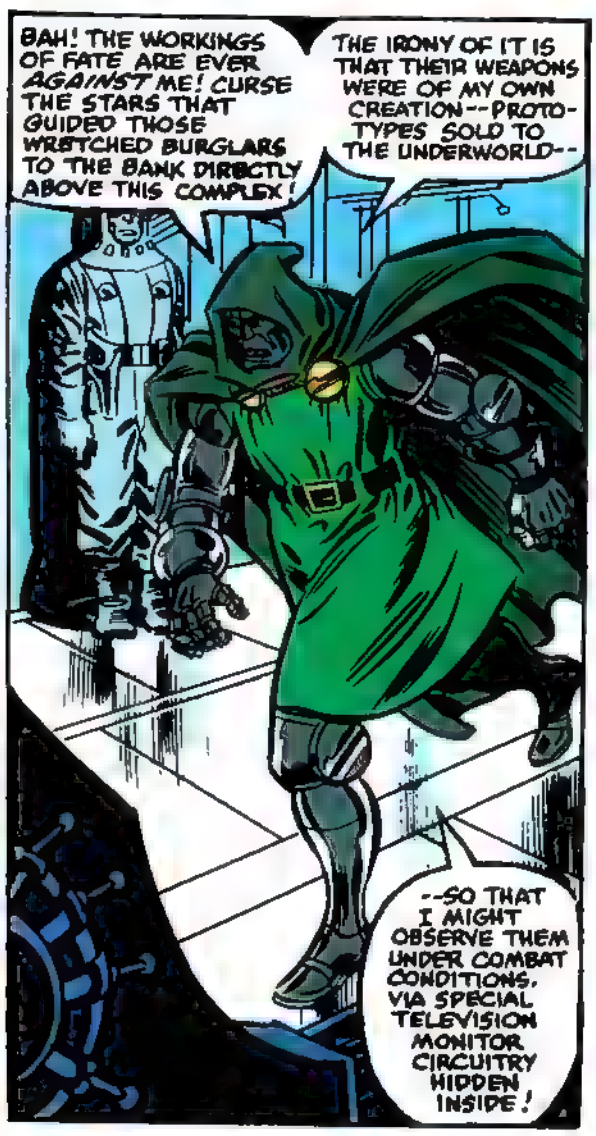
MEANWHILE...
WHAT'S THE HURRY, MIKE? THE DESK SAID IT WAS AN ANONYMOUS CALL! IT'S PROBABLY A PRANK!
WRREEEEEEEEEEE
SO? MAYBE I LIKE TO DRIVE FAST AND USE THE SIREN, MAN! IT MAKES ME FEEL LIKE "KOJAK", YOU KNOW?
ANYWAY, THERE'S THE ADDRESS! THE CALLER SAID THAT THE "TRESPASSERS" WERE DOWN IN THE EXCAVATION!

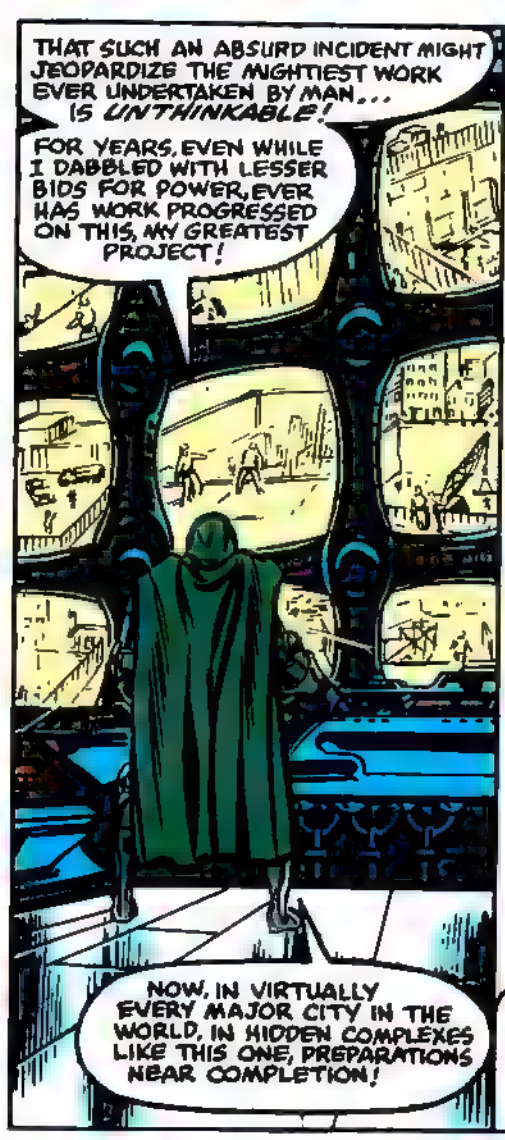
SECONDS LATER...
EVENING, OSSIFERS! I CAUGHT SOME NASTIES FOR YOU! YOU COULD SAY "THANKS," BUT YOU'LL PROBABLY SAY--
SP-SPIDER-MAN!
I KNEW IT!

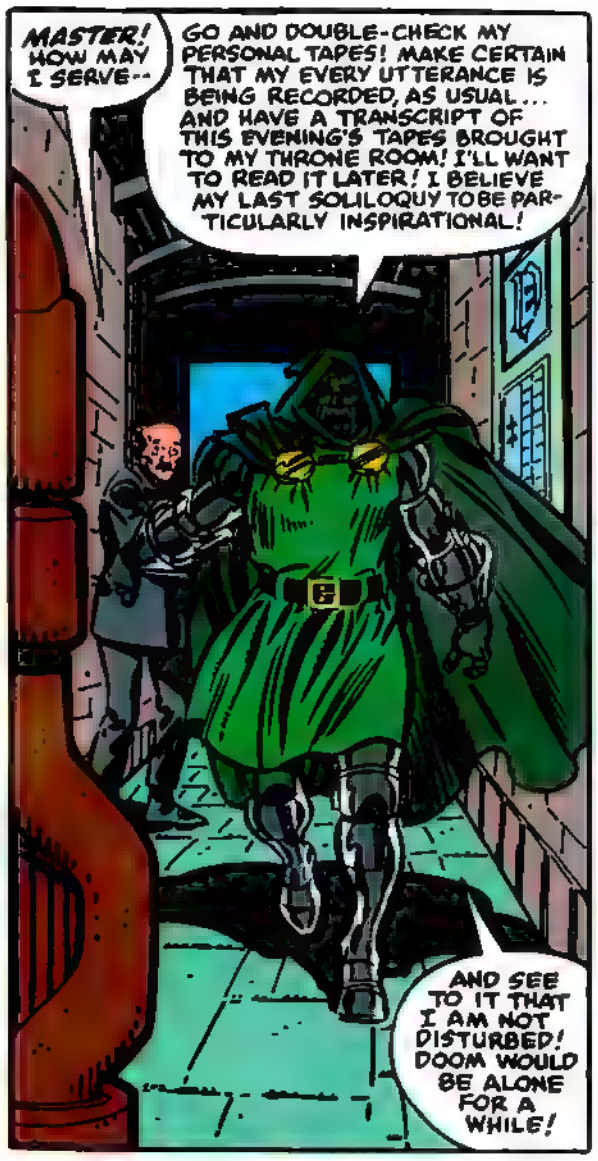

WAIT A MINUTE! WE'LL NEED YOU FOR QUESTIONING!
YEAH, YEAH! GO KISS A MOOSE!
COME BACK HERE! YOU'RE UNDER ARREST, MISTER!
FEELING NOT A BIT LIKE "KOJAK," THE TWO OFFICERS ARE INWARDLY GLAD TO SEE THEIR MORE-THAN-HUMAN QUARRY VANISH INTO THE NIGHT--


--WHILE FAR BELOW THEIR FEET, IN A HIDDEN UNDERGROUND COMPLEX, OTHER, COLDER EYES WITNESS SPIDER-MAN'S RETREAT WITH FAR LESS AWE...
CAPTAIN OF THE GUARD! THE ALERT IS ENDED! IT WILL NOT BE NECESSARY TO DESTROY THE INTRUDERS!

SO COMMANDS DOCTOR DOOM!
A SIMPLE TELEPHONE CALL TO THE LOCAL PRECINCT HOUSE BROUGHT THE POLICE TO OUR "DOORSTEP"! THEIR ARRIVAL FRIGHTENED AWAY SPIDER-MAN!
THEY WILL REMOVE THE WOULD-BE BURGLARS! I AM CERTAIN THAT WE CAN COUNT ON "NEW YORK'S FINEST" TO ACCOMPLISH THAT IN THEIR USUAL OBLIVIOUS FASHION! THEN THIS LUDICROUS INCIDENT WILL BE *ENDED*--
--WITHOUT ANYONE HAVING STUMBLED UPON SOME CLUE TO WHAT LIES *BENEATH* THE INNOCENT-LOOKING "CONSTRUCTION SITE"!
AND YET... I DID NOT LIKE THE WAY SPIDER-MAN PAUSED AND LOOKED AROUND AFTER SUBDUING THE THIEVES-- AS IF HE SENSED SOMETHING UNUSUAL ABOUT THE EXCAVATION!
THOSE ACCURSED *SPIDER-INSTINCTS* OF HIS--!
CAPTAIN! DOUBLE THE GUARD! IF SPIDER-MAN SHOULD SO MUCH AS PASS OVER THIS INSTALLATION AGAIN-- *DESTROY* HIM!
YES, MY LIEGE!



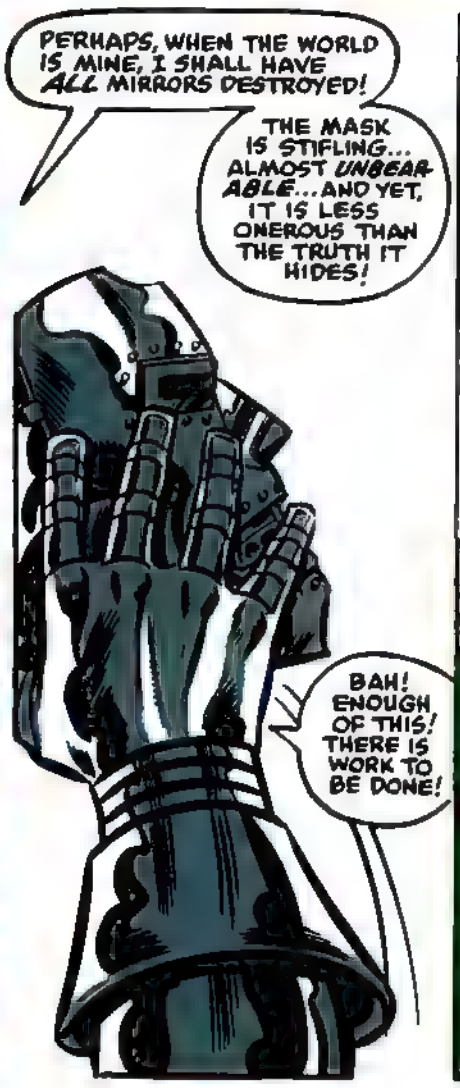


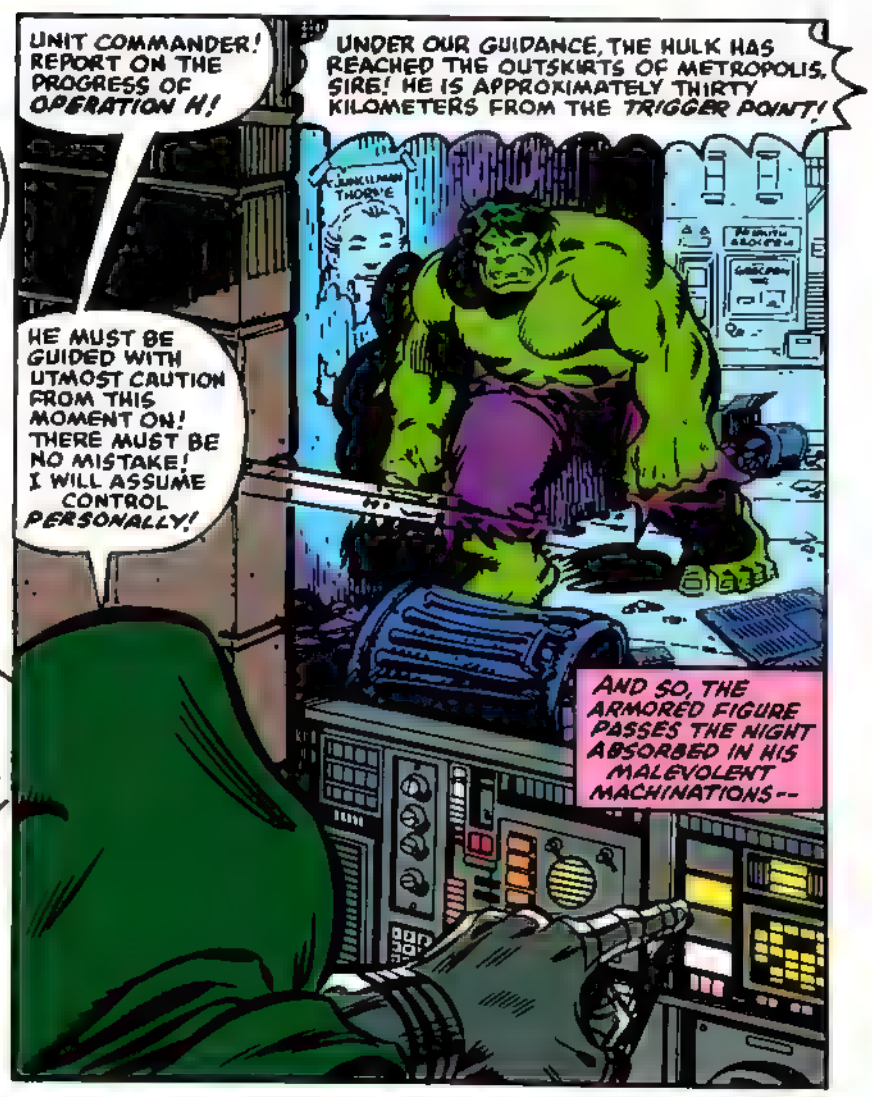

MASTER! HOW MAY I SERVE--
GO AND DOUBLE-CHECK MY PERSONAL TAPES! MAKE CERTAIN THAT MY EVERY UTTERANCE IS BEING RECORDED, AS USUAL... AND HAVE A TRANSCRIPT OF THIS EVENING'S TAPES BROUGHT TO MY THRONE ROOM! I'LL WANT TO READ IT LATER! I BELIEVE MY LAST SOLILOQUY TO BE PARTICULARLY INSPIRATIONAL!
AND SEE TO IT THAT I AM NOT DISTURBED! DOOM WOULD BE ALONE FOR A WHILE!

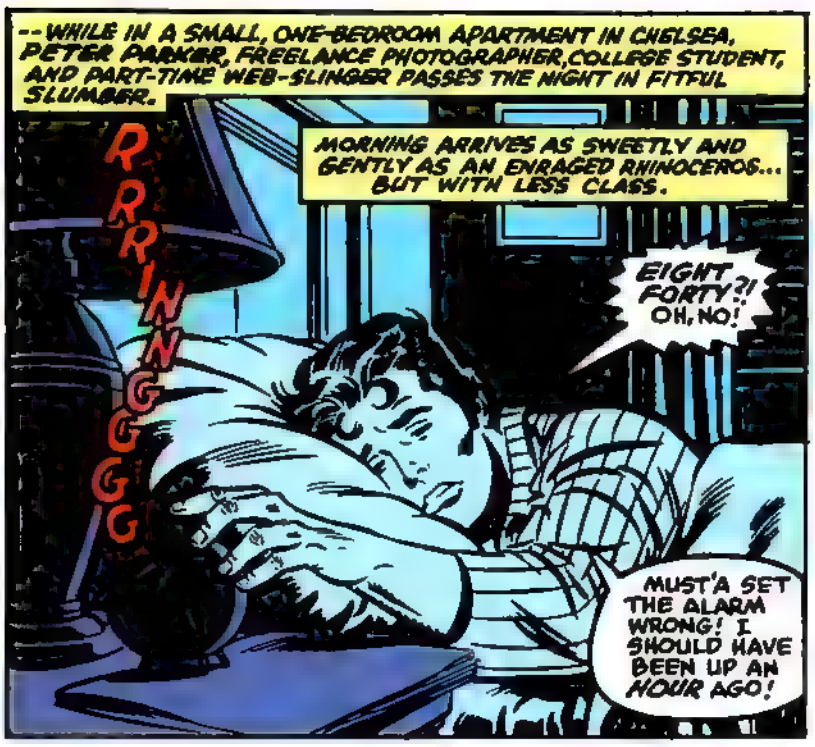
ALONE!
BUT, NO...THE DEMONS THAT TORMENT ME ARE WITH ME...AS ALWAYS! ON THE RIGHT HAND OF DOOM STANDS HATRED ...AND ON THE LEFT, BITTERNESS!
WHAT DO YOU REQUIRE OF DOOM, GRIM SPECTRES? WHAT WILL SATISFY THE VENGEANCE YOU CRAVE?
IT WAS THE FATES WHO CHEATED ME! IF I CONQUER THIS PLANET AND USURP THEIR POWER OVER THE DESTINIES OF MEN...WILL EVEN THAT SUFFICE?

ONCE, HAPPINESS SEEMED SO MUCH CLOSER...SO EASILY WITHIN MY GRASP!
FOR A DARKLY HANDSOME GYPSY YOUTH... A GENIUS...A DABBLER IN SORCERY, IT SEEMED ALL ROADS LED TO SUCCESS...TO FULFILLMENT...EVEN LOVE!
THEN CAME THE ACCIDENT WHICH RUINED MY FACE AND MY LIFE IN ONE SINGLE, SEARING INSTANT!
THE PATHS ARE LESS CLEAR NOW, FOR A MAN WHOSE CHIEF PLEASURE--

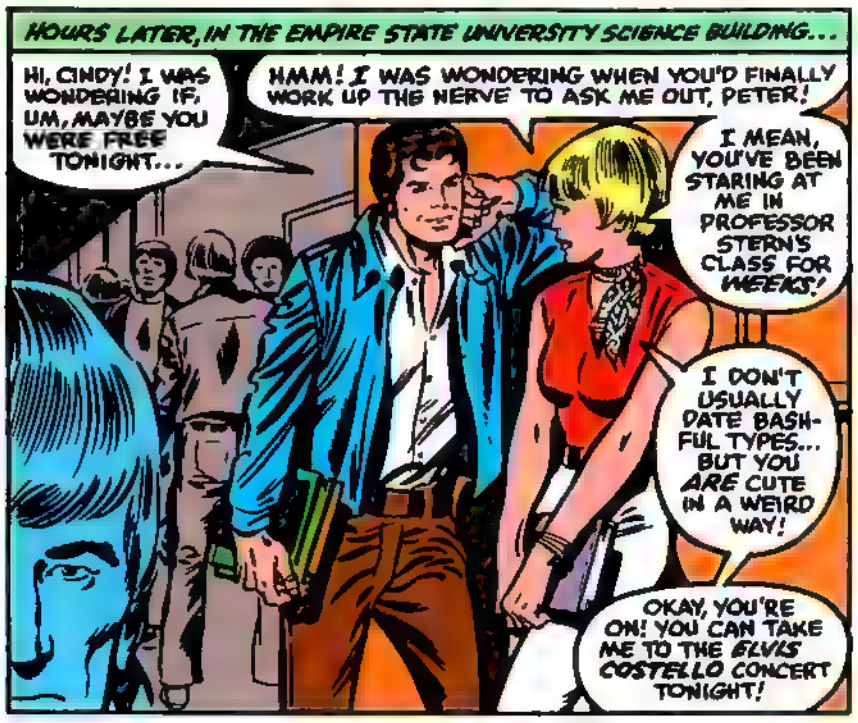
--IS SHATTERING MIRRORS!
CRASH!

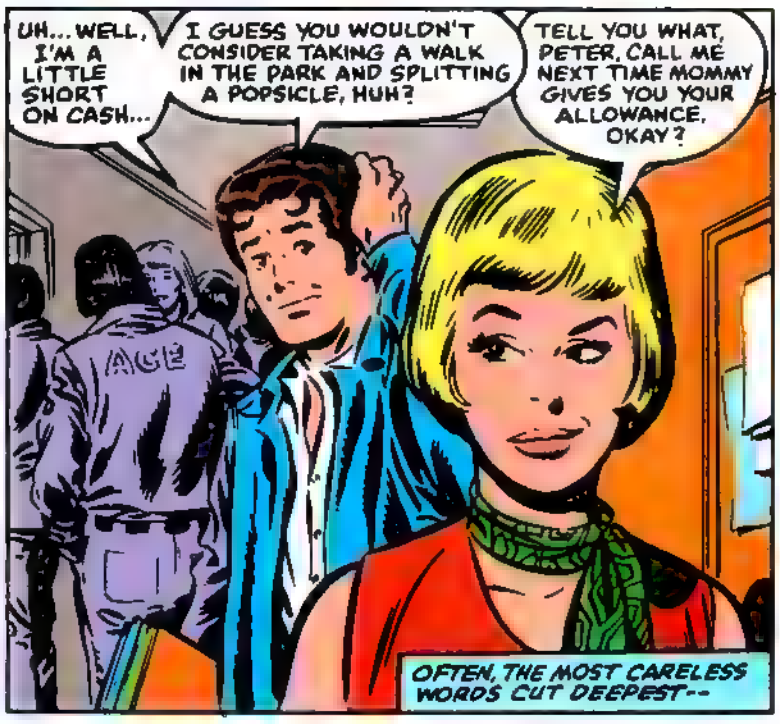

PERHAPS, WHEN THE WORLD IS MINE, I SHALL HAVE ALL MIRRORS DESTROYED!
THE MASK IS STIFLING... ALMOST UNBEARABLE...AND YET, IT IS LESS ONEROUS THAN THE TRUTH IT HIDES!
BAH! ENOUGH OF THIS! THERE IS WORK TO BE DONE!


UNIT COMMANDER! REPORT ON THE PROGRESS OF OPERATION H!
UNDER OUR GUIDANCE, THE HULK HAS REACHED THE OUTSKIRTS OF METROPOLIS, SIRE! HE IS APPROXIMATELY THIRTY KILOMETERS FROM THE TRIGGER POINT!
HE MUST BE GUIDED WITH UTMOST CAUTION FROM THIS MOMENT ON! THERE MUST BE NO MISTAKE! I WILL ASSUME CONTROL PERSONALLY!
AND SO, THE ARMORED FIGURE PASSES THE NIGHT ABSORBED IN HIS MALEVOLENT MACHINATIONS--

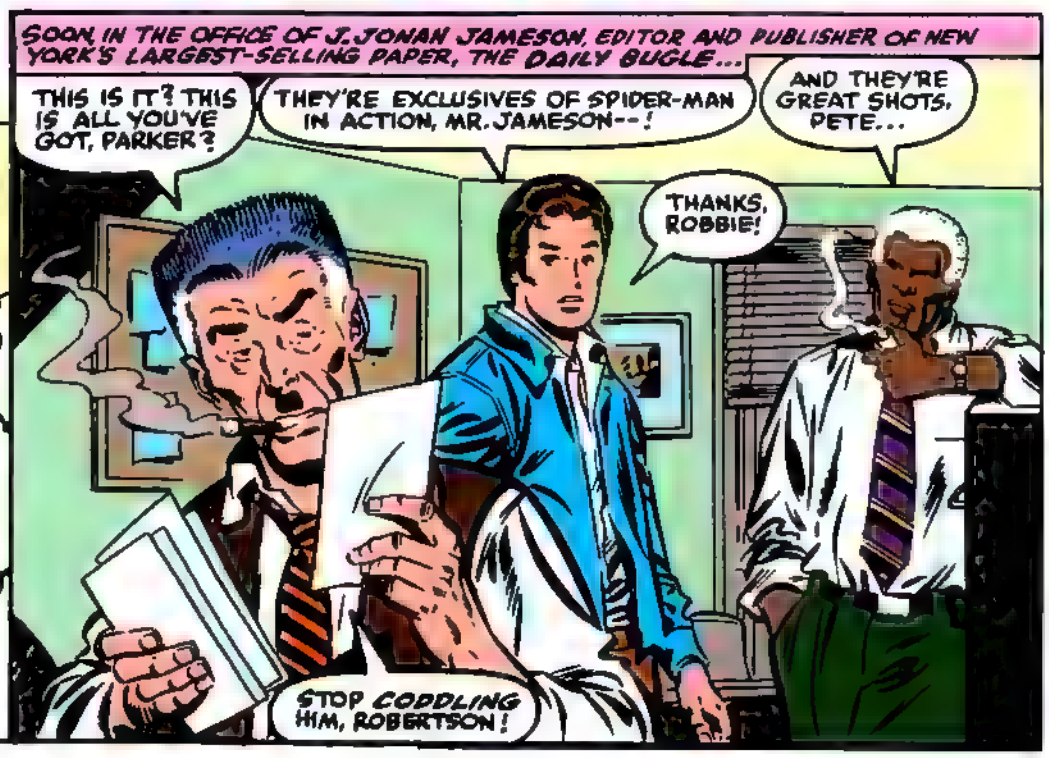

--WHILE IN A SMALL, ONE-BEDROOM APARTMENT IN CHELSEA, PETER PARKER, FREELANCE PHOTOGRAPHER, COLLEGE STUDENT, AND PART-TIME WEB-SLINGER PASSES THE NIGHT IN FITFUL SLUMBER.
MORNING ARRIVES AS SWEETLY AND GENTLY AS AN ENRAGED RHINOCEROS... BUT WITH LESS CLASS.
RRRINNGGGG
EIGHT FORTY?! OH, NO!
MUST'A SET THE ALARM WRONG! I SHOULD HAVE BEEN UP AN HOUR AGO!

FRANTIC MOMENTS LATER...
I'LL NEVER MAKE MY NINE O'CLOCK CLASS!
NOT ONLY THAT, BUT THIS PLACE IS A MESS, AND THIS MILK IS WELL ON THE WAY TO BEING CHEESE! WHAT A LIFE!


HOURS LATER, IN THE EMPIRE STATE UNIVERSITY SCIENCE BUILDING...
HI, CINDY! I WAS WONDERING IF, UM, MAYBE YOU WERE FREE TONIGHT...
HMM! I WAS WONDERING WHEN YOU'D FINALLY WORK UP THE NERVE TO ASK ME OUT, PETER!
I MEAN, YOU'VE BEEN STARING AT ME IN PROFESSOR STERN'S CLASS FOR WEEKS!
I DON'T USUALLY DATE BASHFUL TYPES... BUT YOU ARE CUTE IN A WEIRD WAY!
OKAY, YOU'RE ON! YOU CAN TAKE ME TO THE ELVIS COSTELLO CONCERT TONIGHT!


UH... WELL, I'M A LITTLE SHORT ON CASH...
I GUESS YOU WOULDN'T CONSIDER TAKING A WALK IN THE PARK AND SPLITTING A POPSICLE, HUH?
TELL YOU WHAT, PETER, CALL ME NEXT TIME MOMMY GIVES YOU YOUR ALLOWANCE, OKAY?
OFTEN, THE MOST CARELESS WORDS CUT DEEPEST--

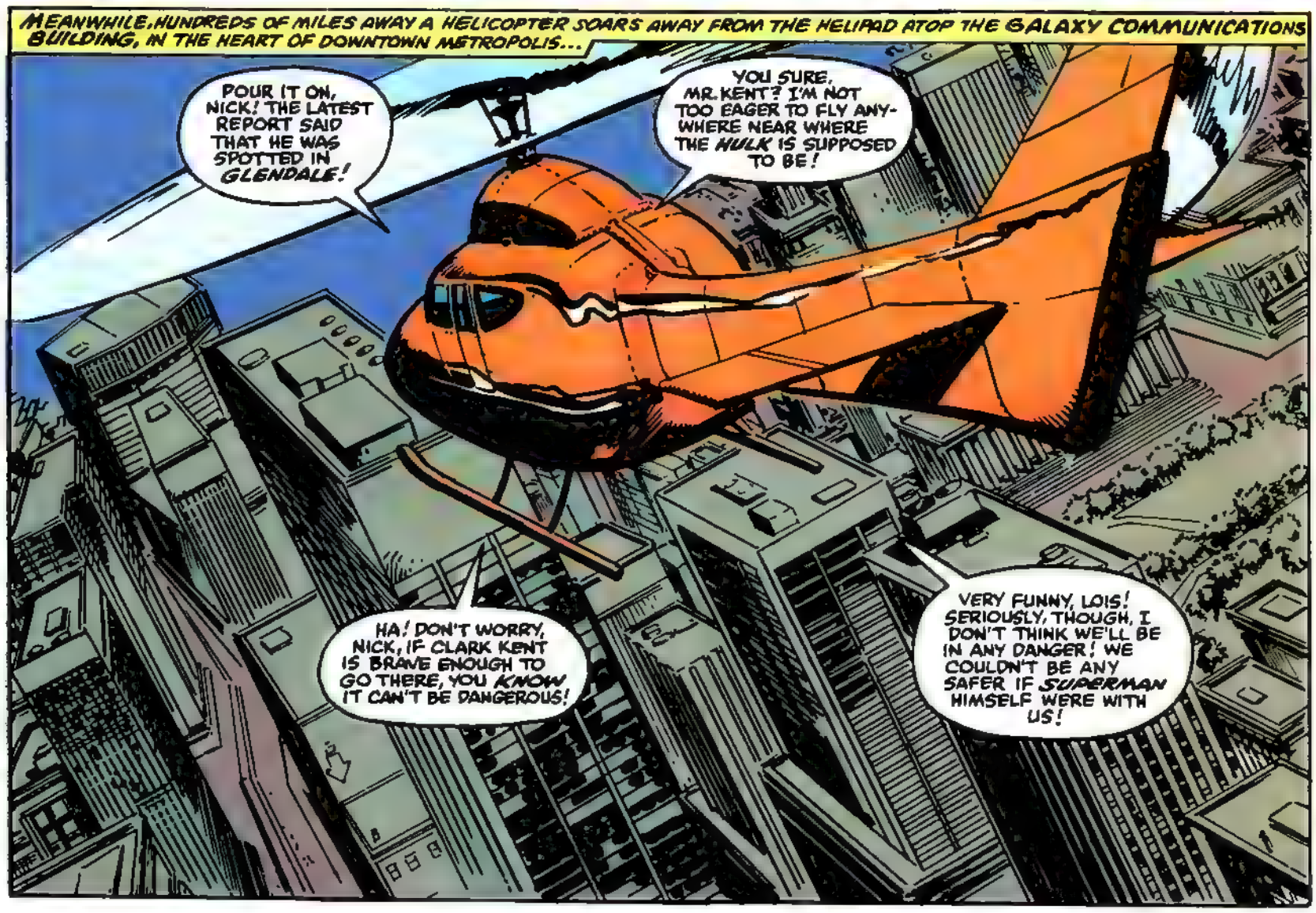
--AND CINDY'S CARELESS WORDS STRIKE LIKE DAGGERS INTO PETER PARKER'S HEART...
"NEXT TIME MOMMY GIVES ME MY ALLOWANCE"? THAT'S A LAUGH! THE ONLY MOTHER I'VE EVER KNOWN IS AUNT MAY... AND SINCE UNCLE BEN WAS MURDERED IT'S BEEN A STRUGGLE FOR US JUST TO SURVIVE!
NUTS! THAT REMINDS ME, I STILL OWE A BUNDLE FOR HER LAST HOSPITAL STAY! OH, WELL, MAYBE JJJ WILL BE FEELING GENEROUS TODAY!
AND MAYBE THE POPE WILL GET MARRIED!

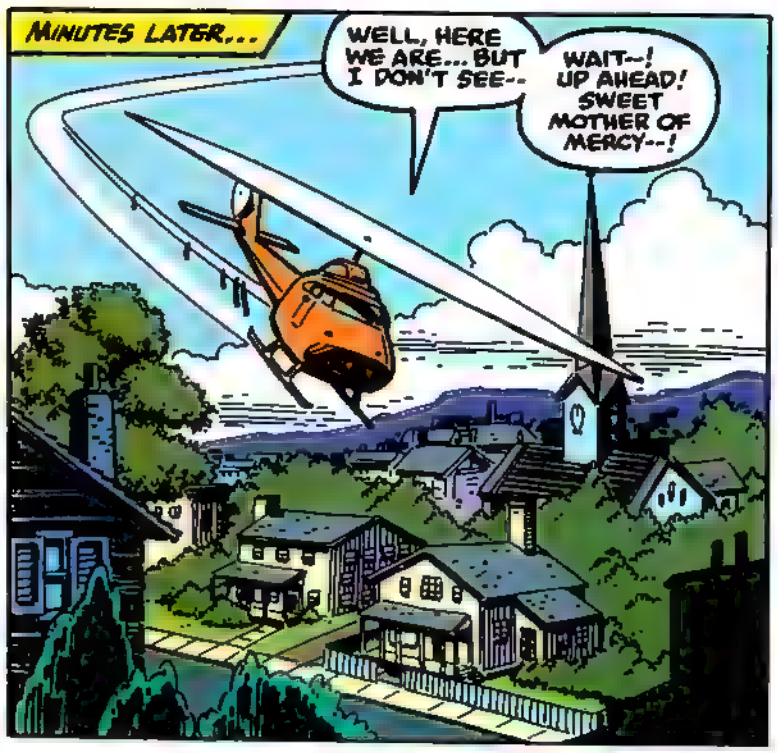

SOON, IN THE OFFICE OF J. JONAH JAMESON, EDITOR AND PUBLISHER OF NEW YORK'S LARGEST-SELLING PAPER, THE DAILY BUGLE...
THIS IS IT? THIS IS ALL YOU'VE GOT, PARKER?
THEY'RE EXCLUSIVES OF SPIDER-MAN IN ACTION, MR. JAMESON--!
AND THEY'RE GREAT SHOTS, PETE...
THANKS, ROBBIE!
STOP CODDLING HIM, ROBERTSON!

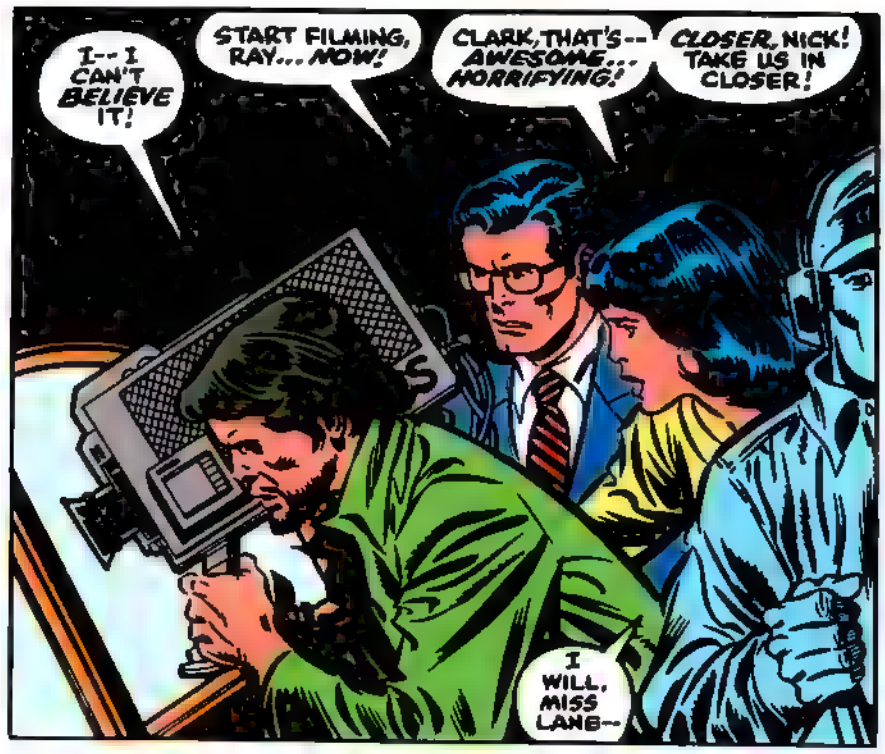
THEY'RE GARBAGE!
HEY--!
SPIDER-MAN IS OLD NEWS IN THIS TOWN, PARKER! HIS UGLY MUG DOESN'T SELL PAPERS ANY-MORE!
AND IT'S ABOUT TIME THE PUBLIC GOT TIRED OF THAT NO-GOOD, GLORY-SEEKING SIDESHOW FREAK!

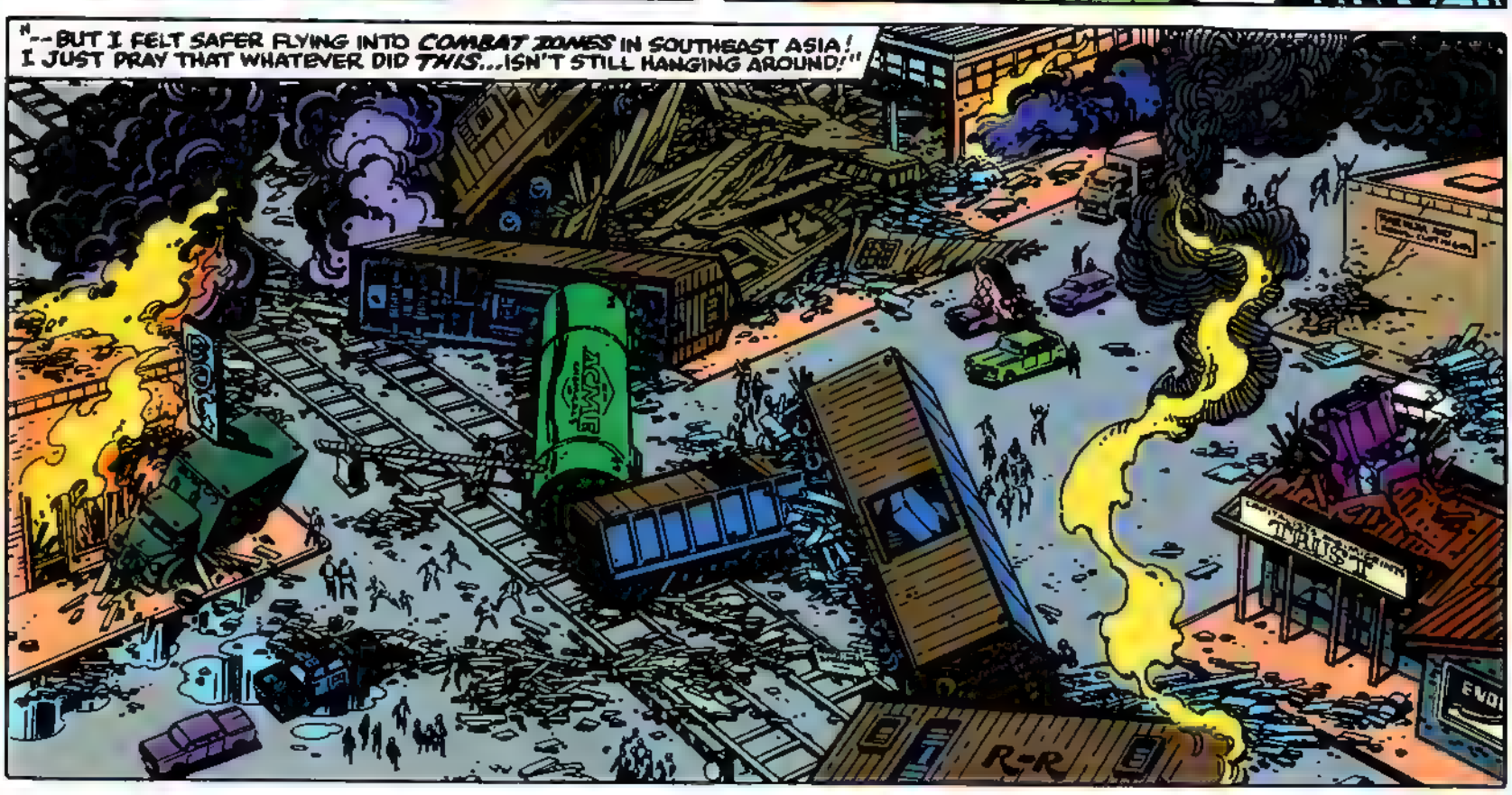
DO YOU READ ME, PARKER? YOU'RE WASHED UP AROUND HERE, UNLESS YOU START SNAPPING SOMETHING NEWSWORTHY!
FOR INSTANCE-- THE WIRE SERVICES ARE SAYING THAT THE HULK'S BEEN SIGHTED HEADING TOWARD METROPOLIS WHERE THAT OTHER SELF-STYLED DO-GOODER, WHATSISNAME, HANGS OUT! I MIGHT BUY SOME PIX OF THOSE TWO--
SUPERMAN
--BUT I DON'T INTEND TO CARRY A LAZY, USELESS FREE-LOADING JUVENILE DELIN-QUENT LIKE YOU ANY MORE!
GET OUT!

DON'T YOU THINK YOU WENT A LITTLE HARD ON HIM, JONAH?
BAH! YOUNG PEOPLE TODAY ARE MADE OF TISSUE PAPER, ROBBIE! THEY'RE ALL NAMBY-PAMBY WIMPS!
LIFE'S TOO EASY FOR THEM! KIDS LIKE PARKER NEED SOME HARD TIMES TO TOUGHEN THEM UP!
CARELESS WORDS...


MEANWHILE, HUNDREDS OF MILES AWAY A HELICOPTER SOARS AWAY FROM THE HELIPAD ATOP THE GALAXY COMMUNICATIONS BUILDING, IN THE HEART OF DOWNTOWN METROPOLIS...
POUR IT ON, NICK! THE LATEST REPORT SAID THAT HE WAS SPOTTED IN GLENDALE!
YOU SURE, MR. KENT? I'M NOT TOO EAGER TO FLY ANY-WHERE NEAR WHERE THE HULK IS SUPPOSED TO BE!
HA! DON'T WORRY, NICK, IF CLARK KENT IS BRAVE ENOUGH TO GO THERE, YOU KNOW IT CAN'T BE DANGEROUS!
VERY FUNNY, LOIS! SERIOUSLY, THOUGH, I DON'T THINK WE'LL BE IN ANY DANGER! WE COULDN'T BE ANY SAFER IF SUPERMAN HIMSELF WERE WITH US!

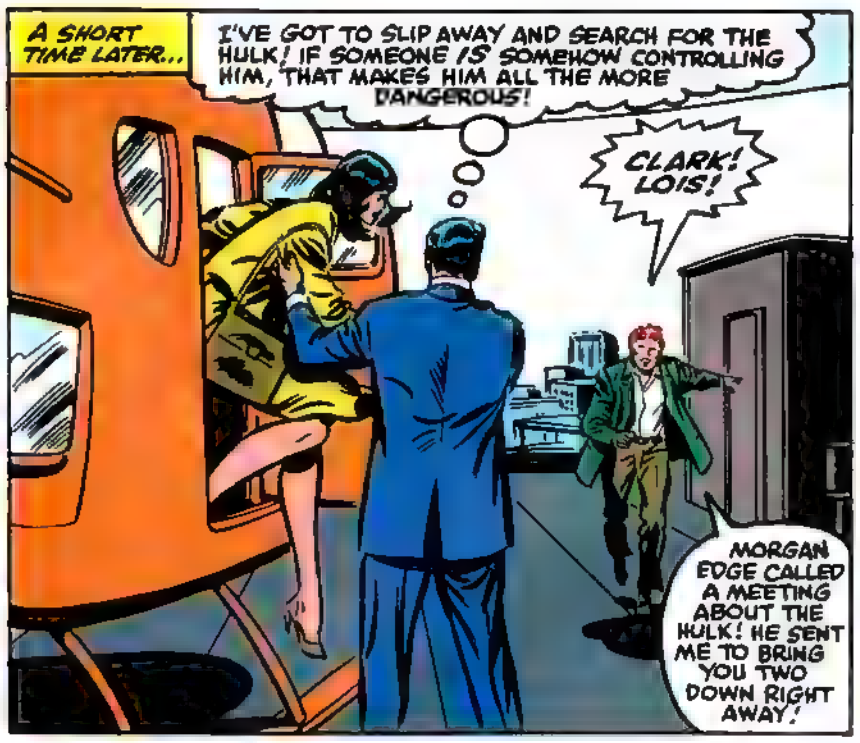

MINUTES LATER...
WELL, HERE WE ARE... BUT I DON'T SEE--
WAIT--! UP AHEAD! SWEET MOTHER OF MERCY--!

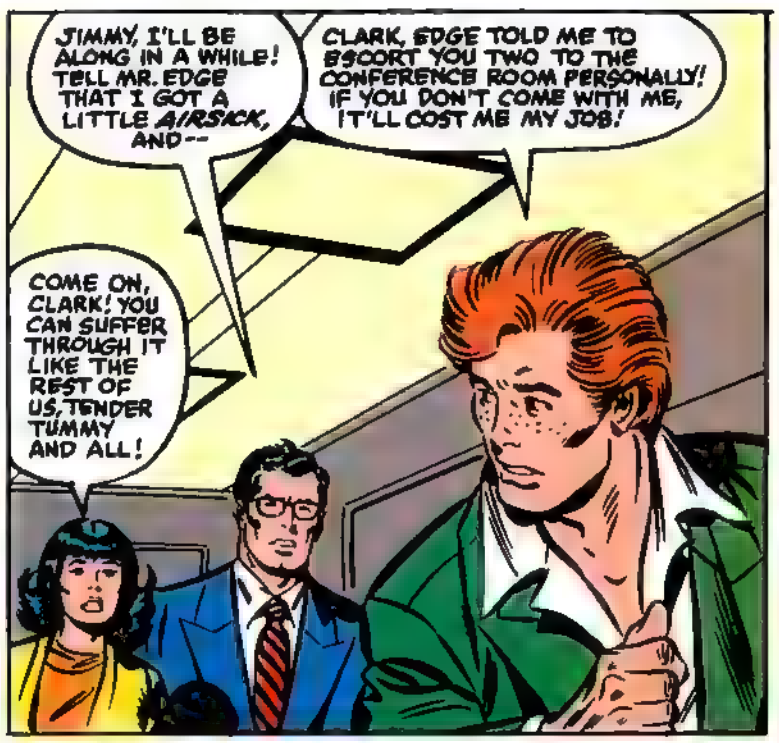

I-- I CAN'T BELIEVE IT!
START FILMING, RAY... NOW!
CLARK, THAT'S-- AWESOME... HORRIFYING!
CLOSER, NICK! TAKE US IN CLOSER!
I WILL, MISS LANE--


"--BUT I FELT SAFER FLYING INTO COMBAT ZONES IN SOUTHEAST ASIA! I JUST PRAY THAT WHATEVER DID THIS...ISN'T STILL HANGING AROUND!"
ACME
R-R

"THE CIVIL AUTHORITIES SEEM TO HAVE THE SITUATION UNDER CONTROL... NOW THAT THE HULK HAS GONE! IT SEEMS IMPOSSIBLE THAT ANYTHING SO BIG...SO POWERFUL COULD JUST VANISH--
"--BUT I DON'T SEE ANY SIGN OF HIM! DO YOU, CLARK?"

UH...NO, LOIS!
AND I CAN SEE A LOT FARTHER THAN YOU!
IF THE HULK IS AS DULL-WITTED AS I'VE HEARD, HOW IS HE KEEPING OUT OF MY SIGHT--? UNLESS SOMEONE ELSE IS GUIDING HIM!
NICK! LET'S HEAD BACK... AND HURRY!


A SHORT TIME LATER...
I'VE GOT TO SLIP AWAY AND SEARCH FOR THE HULK! IF SOMEONE IS SOMEHOW CONTROLLING HIM, THAT MAKES HIM ALL THE MORE DANGEROUS!
CLARK! LOIS!
MORGAN EDGE CALLED A MEETING ABOUT THE HULK! HE SENT ME TO BRING YOU TWO DOWN RIGHT AWAY!


JIMMY, I'LL BE ALONG IN A WHILE! TELL MR. EDGE THAT I GOT A LITTLE AIRSICK, AND--
CLARK, EDGE TOLD ME TO ESCORT YOU TWO TO THE CONFERENCE ROOM PERSONALLY! IF YOU DON'T COME WITH ME, IT'LL COST ME MY JOB!
COME ON, CLARK! YOU CAN SUFFER THROUGH IT LIKE THE REST OF US, TENDER TUMMY AND ALL!

AND, SO...
GOOD WORK, OLSEN! LOOKS LIKE EDGE FINALLY FOUND A JOB SUITED TO YOUR TALENTS!
WAIT'LL I WIN A PULITZER FOR MY COLUMN! THEN YOU'LL APPRECIATE ME, CHIEF!
THAT'S MR. WHITE, WHIPPERSNAPPER! I DON'T CARE IF YOU WIN THE MEDAL OF HONOR-- DON'T CALL ME "CHIEF"!
HELLO, CLARK! SLUMMING WITH THE PRINT MEDIA FOLKS AGAIN, I SEE!
COME ON, LANA! WE'RE ALL ON THE SAME TEAM! BESIDES, I WORK FOR BOTH THE TV NEWS AND THE DAILY PLANET, REMEMBER?
THAT'S A NEWSPAPER, LANA! YOU KNOW--REAL JOURNALISM!
WELL, LOOK WHO'S HERE! "LEGS" LANE AND "KLUCK" KENT!

HIYA, CLARKIE! LONG TIME NO SEE-- SINCE YESTERDAY, EVEN--
WHEN YOU PUT THE DOGGIE-DOO IN MY DESK DRAWER! IT HASN'T BEEN LONG ENOUGH, STEVE!
AW, DON'T BE THAT WAY! SEE WHAT THE NEW RECEPTIONIST BOUGHT ME?
THE LAPEL FLOWER? VERY NICE, STEVE!

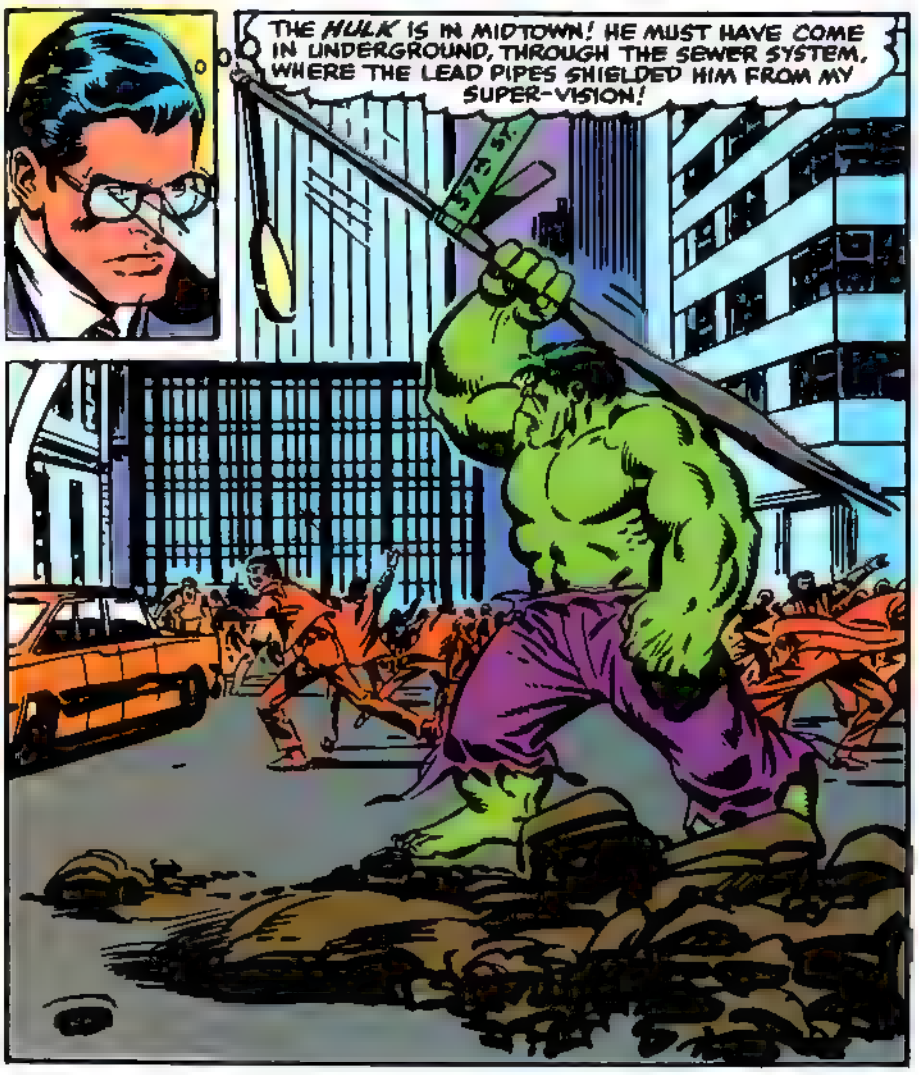
GREAT KRYPTON! I CAN'T BELIEVE THAT EVEN STEVE LOMBARD WOULD STOOP TO THE OLD SQUIRTING FLOWER ROUTINE! MAYBE MEEK, MILD, UNSUSPECTING "CLARKIE" SHOULD FALL FOR IT...
NO! I JUST DON'T FEEL LIKE A FACEFUL OF WATER RIGHT NOW!
I'LL JUST "FIX" STEVE'S FLOWER WITH A TINY SHOT OF HEAT VISION...

SURPRISE, CLAR--
AHHH!
IT-- IT BACKFIRED!

LOMBARD, THIS IS A NEWS MEETING! WE DON'T NEED YOU OR YOUR CHILDISH PRANKS!
BUT I'M PART OF THE NEWS TEAM, MR. EDGE! SPORTS COVERAGE IS VERY IMPORTANT!
THEN GO COVER A PEE-WEE FOOTBALL GAME!
OUT!

ALL RIGHT, I WON'T MINCE WORDS! IT SEEMS CERTAIN THE HULK IS HEADING FOR METROPOLIS! IF HE ENTERS THE CITY, IT COULD BE THE BIGGEST NEWS STORY SINCE MT. ST. HELENS ERUPTED! I WANT EVERY REPORTER AND MOBILE UNIT ON THE SCENE THE MOMENT HE'S SIGHTED--
--EXCEPT YOU, KENT! YOU'LL STAY HERE AND ANCHOR THE COVERAGE!
MR. EDGE, I'D RATHER--
I DON'T CARE WHAT YOU'D RATHER, KENT! YOU'RE MY ANCHOR MAN! GOT IT?
YES, SIR!

AS IF IN RESPONSE TO MORGAN EDGE'S SHARP REBUFF, CLARK'S GAZE FALLS, ACROSS THE TABLE, PERRY WHITE, HIS FRIEND AND BOSS FOR MANY YEARS WONDERS FOR THE THOUSANDTH TIME HOW SUCH A TIMID, SENSITIVE MAN CAN BE SUCH AN EXCELLENT REPORTER.
NO ONE SUSPECTS THAT CLARK IS LOOKING THROUGH THE WALL AND FAR BEYOND THE RANGE OF HUMAN EYES.
OH, NO!


THE HULK IS IN MIDTOWN! HE MUST HAVE COME IN UNDERGROUND, THROUGH THE SEWER SYSTEM, WHERE THE LEAD PIPES SHIELDED HIM FROM MY SUPER-VISION!
57TH ST.

THAT SETTLES IT! I'VE GOT TO GET OUT OF HERE NOW!
RUN! THE HULK IS RIGHT OUTSIDE THE BUILDING!
LISTEN! A VOICE... IN THE HALLWAY!
NO, JUST A LITTLE SUPER-VENTRILOQUISM... BUT NOW THAT EVERY-ONE IS PRIMED--

--THIS SHOULD GET THE RIGHT REACTION!
THOOM!

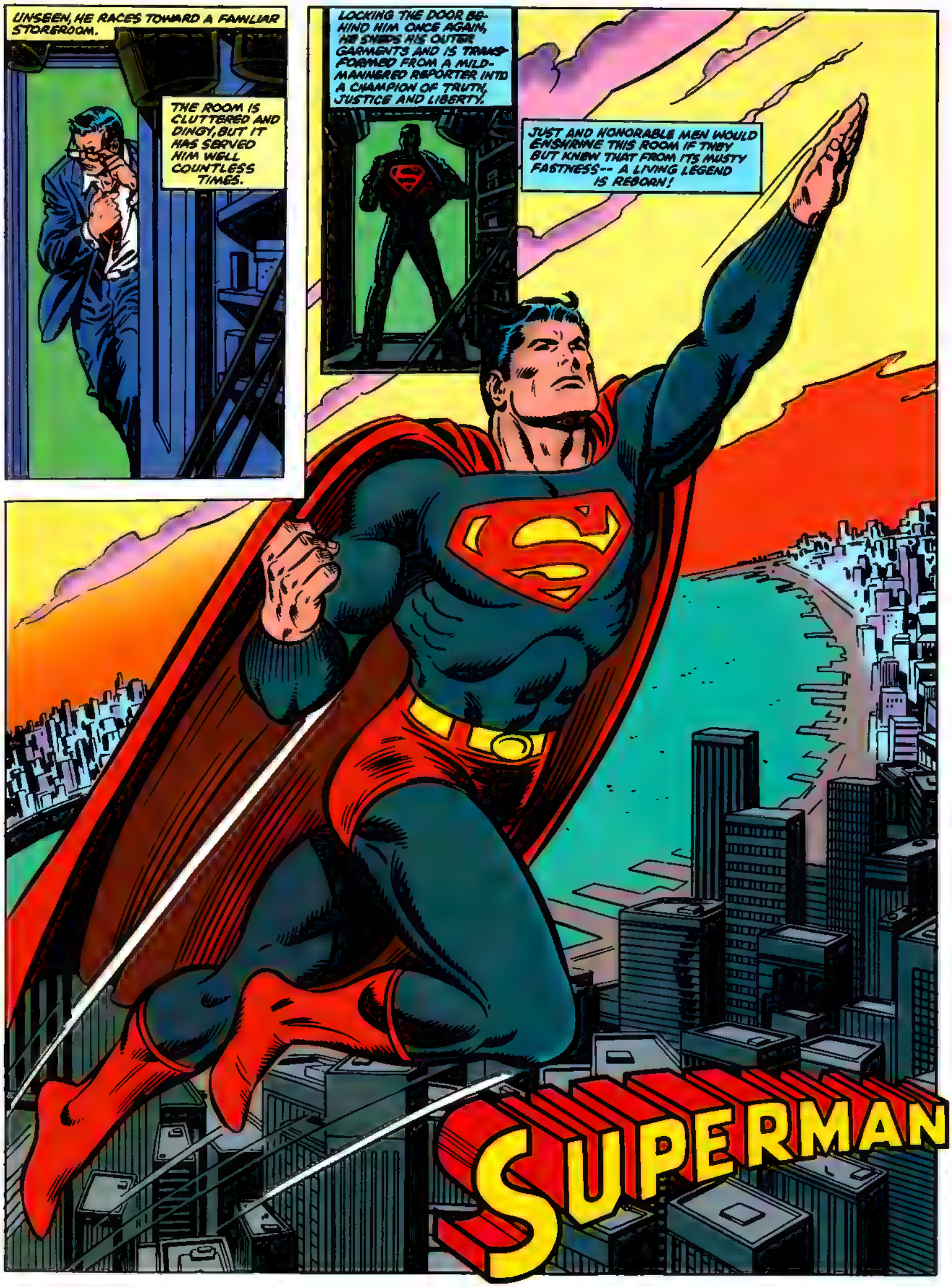
WHAT WAS THAT?
IT SOUNDED LIKE A BOMB HIT THE BUILDING! THE WHOLE STRUCTURE'S SHAKING!
IT--IT'S THE HULK!

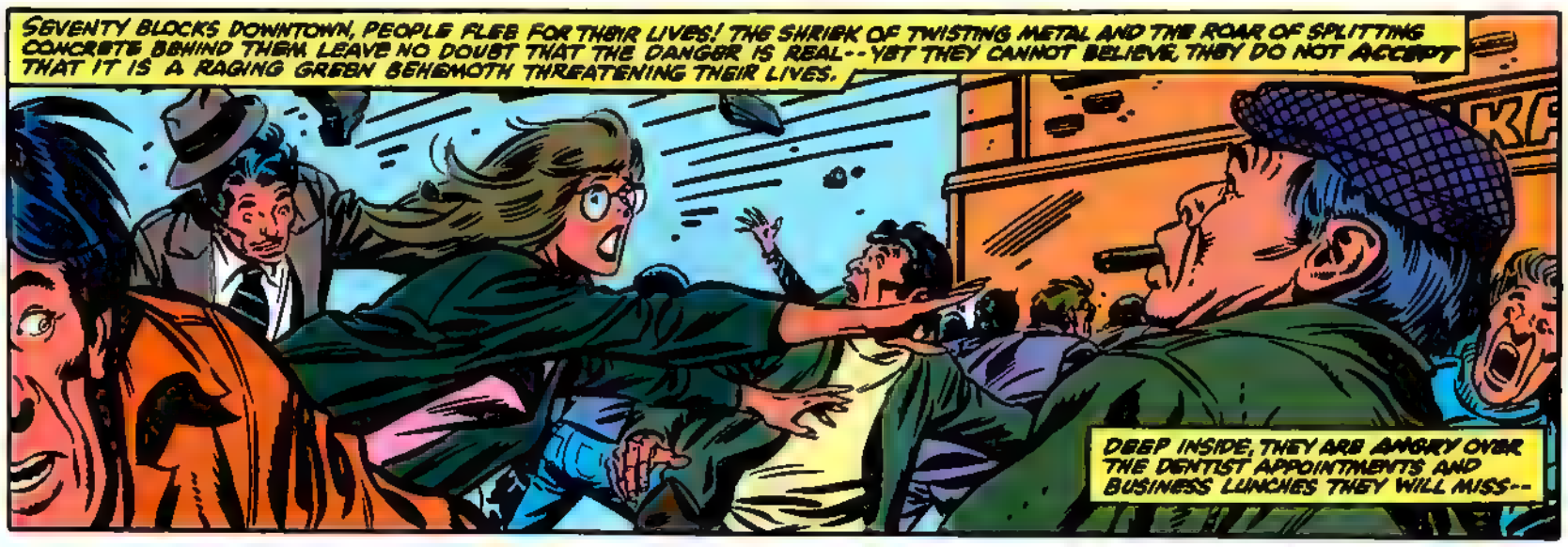
BUTHOOOOMM!
ANOTHER SHOCK!
THE HULK MUST BE TEARING THE BUILDING DOWN!
WE'LL ALL BE KILLED!

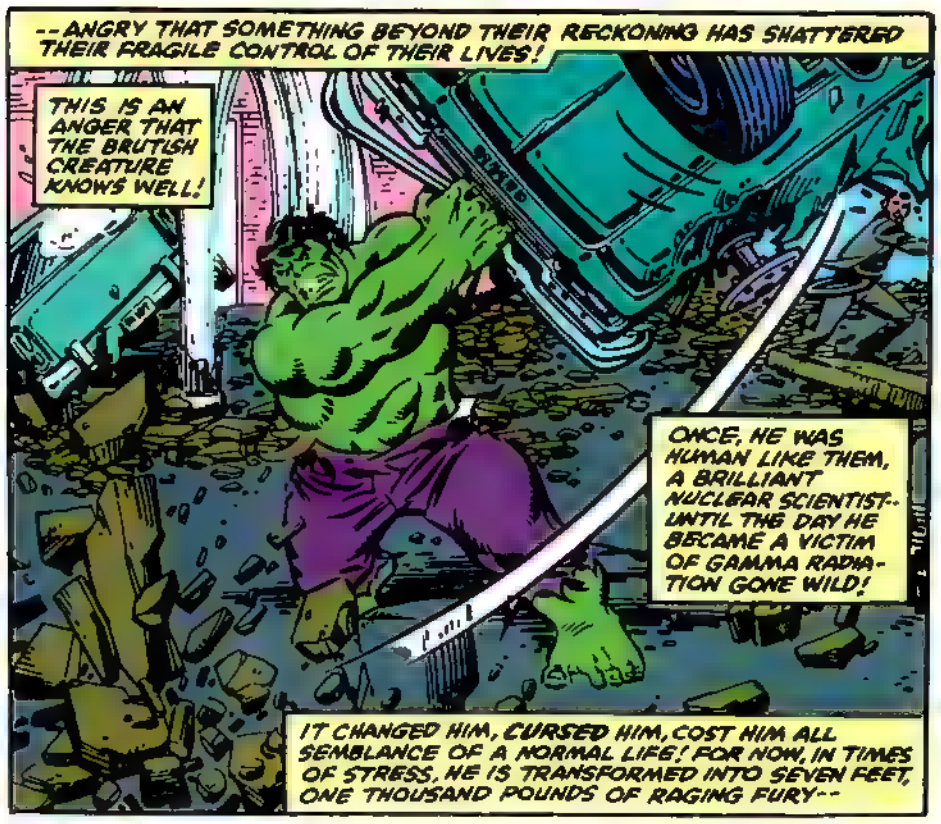
DON'T PANIC! EVACUATE IN AN ORDERLY FASHION!
B-BUT QUICKLY!

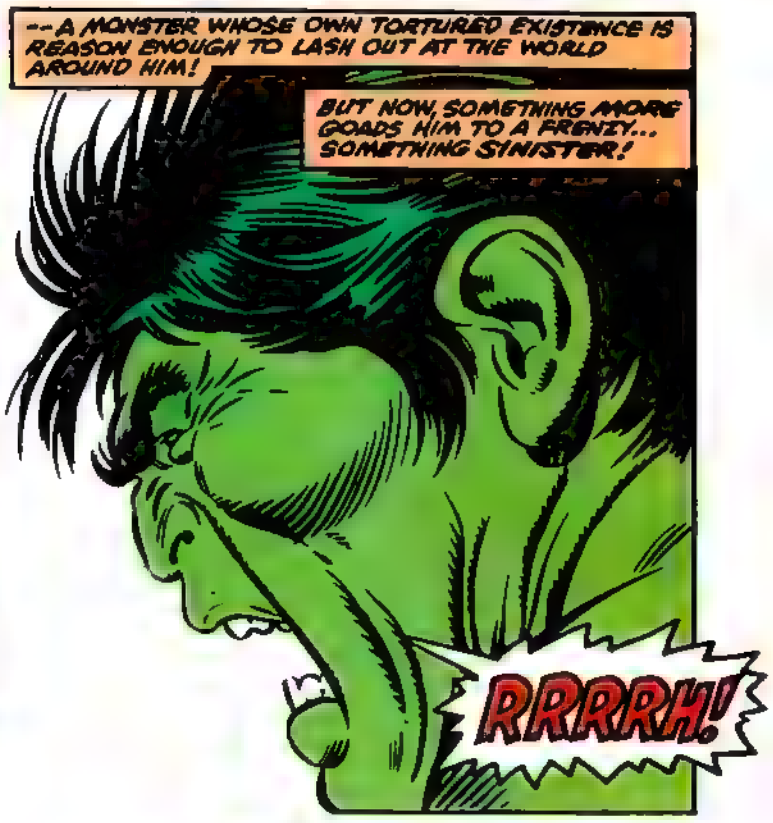
HE DOESN'T HAVE TO TELL ME TWICE!
THE ELEVATORS MAY NOT BE SAFE! TAKE THE STAIRS!
AS ONE, THE MEMBERS OF THE GALAXY COMMUNICATIONS NEWS TEAM RUSH TOWARD THE MEETING ROOM DOOR.

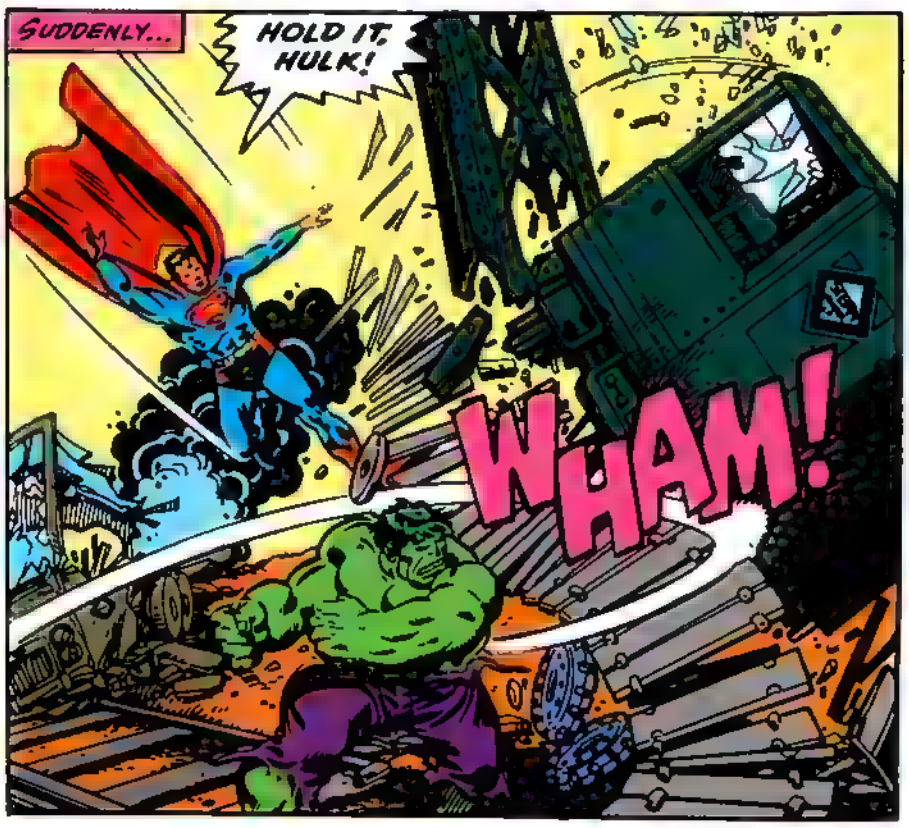
ONCE OUTSIDE, THEY HEAD FOR THE EXITS--
--ALL BUT ONE.

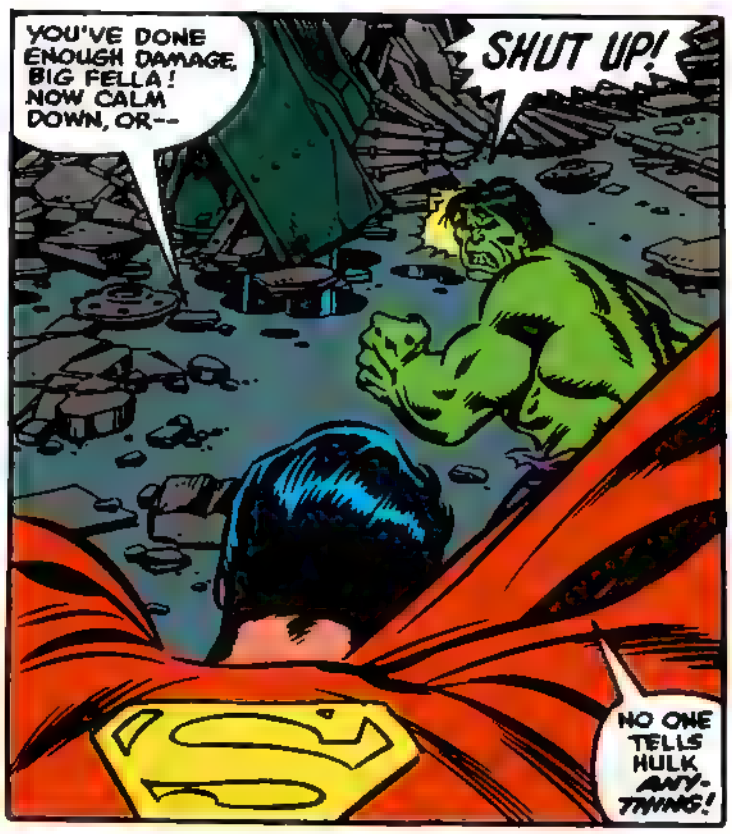

UNSEEN, HE RACES TOWARD A FAMILIAR STOREROOM.
THE ROOM IS CLUTTERED AND DINGY, BUT IT HAS SERVED HIM WELL COUNTLESS TIMES.
LOCKING THE DOOR BEHIND HIM ONCE AGAIN, HE SHEDS HIS OUTER GARMENTS AND IS TRANSFORMED FROM A MILD-MANNERED REPORTER INTO A CHAMPION OF TRUTH, JUSTICE AND LIBERTY.
JUST AND HONORABLE MEN WOULD ENSHRINE THIS ROOM IF THEY BUT KNEW THAT FROM ITS MUSTY FASTNESS-- A LIVING LEGEND IS REBORN!
SUPERMAN

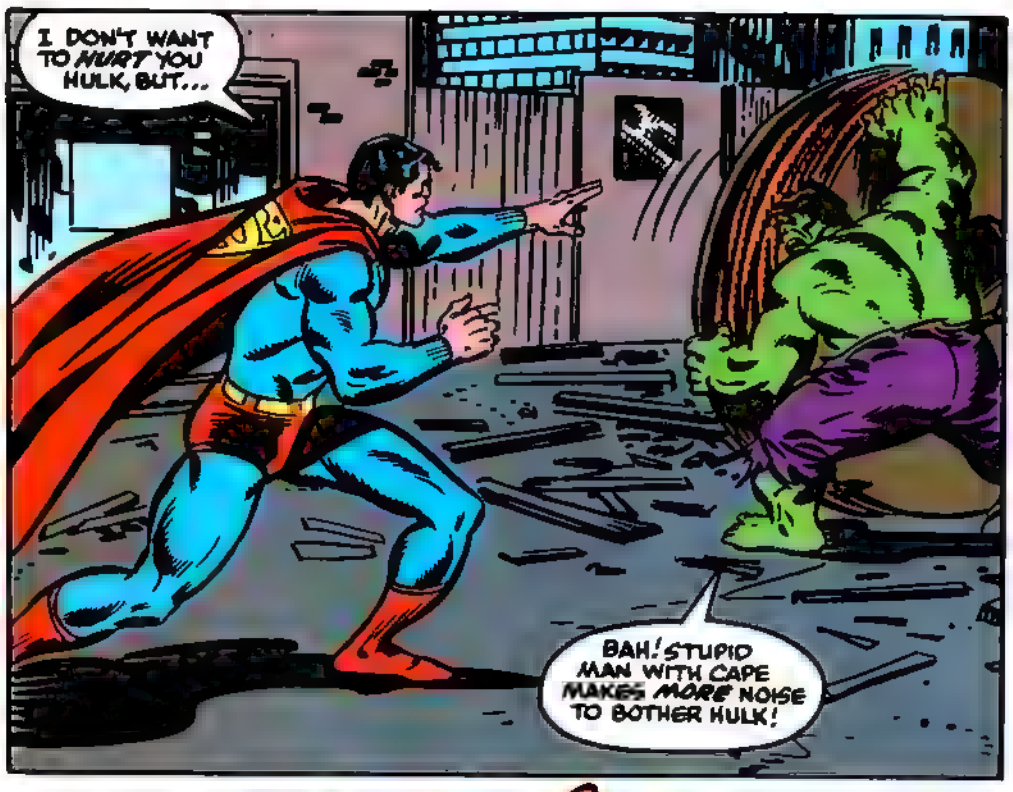

SEVENTY BLOCKS DOWNTOWN, PEOPLE FLEE FOR THEIR LIVES! THE SHRIEK OF TWISTING METAL AND THE ROAR OF SPLITTING CONCRETE BEHIND THEM LEAVE NO DOUBT THAT THE DANGER IS REAL--YET THEY CANNOT BELIEVE, THEY DO NOT ACCEPT THAT IT IS A RAGING GREEN BEHEMOTH THREATENING THEIR LIVES.
DEEP INSIDE, THEY ARE ANGRY OVER THE DENTIST APPOINTMENTS AND BUSINESS LUNCHES THEY WILL MISS--


--ANGRY THAT SOMETHING BEYOND THEIR RECKONING HAS SHATTERED THEIR FRAGILE CONTROL OF THEIR LIVES!
THIS IS AN ANGER THAT THE BRUTISH CREATURE KNOWS WELL!
ONCE, HE WAS HUMAN LIKE THEM, A BRILLIANT NUCLEAR SCIENTIST--UNTIL THE DAY HE BECAME A VICTIM OF GAMMA RADIATION GONE WILD!
IT CHANGED HIM, CURSED HIM, COST HIM ALL SEMBLANCE OF A NORMAL LIFE! FOR NOW, IN TIMES OF STRESS, HE IS TRANSFORMED INTO SEVEN FEET, ONE THOUSAND POUNDS OF RAGING FURY--

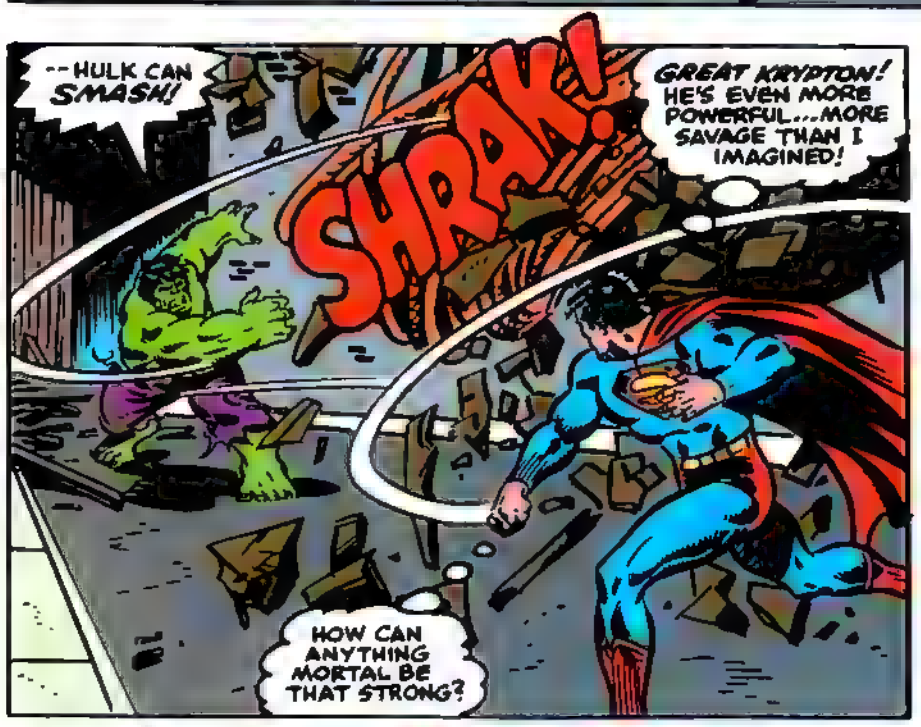

--A MONSTER WHOSE OWN TORTURED EXISTENCE IS REASON ENOUGH TO LASH OUT AT THE WORLD AROUND HIM!
BUT NOW, SOMETHING MORE GOADS HIM TO A FRENZY... SOMETHING SINISTER!
RRRRH!


SUDDENLY...
HOLD IT, HULK!
WHAM!


YOU'VE DONE ENOUGH DAMAGE, BIG FELLA! NOW CALM DOWN, OR--
SHUT UP!
NO ONE TELLS HULK ANYTHING!

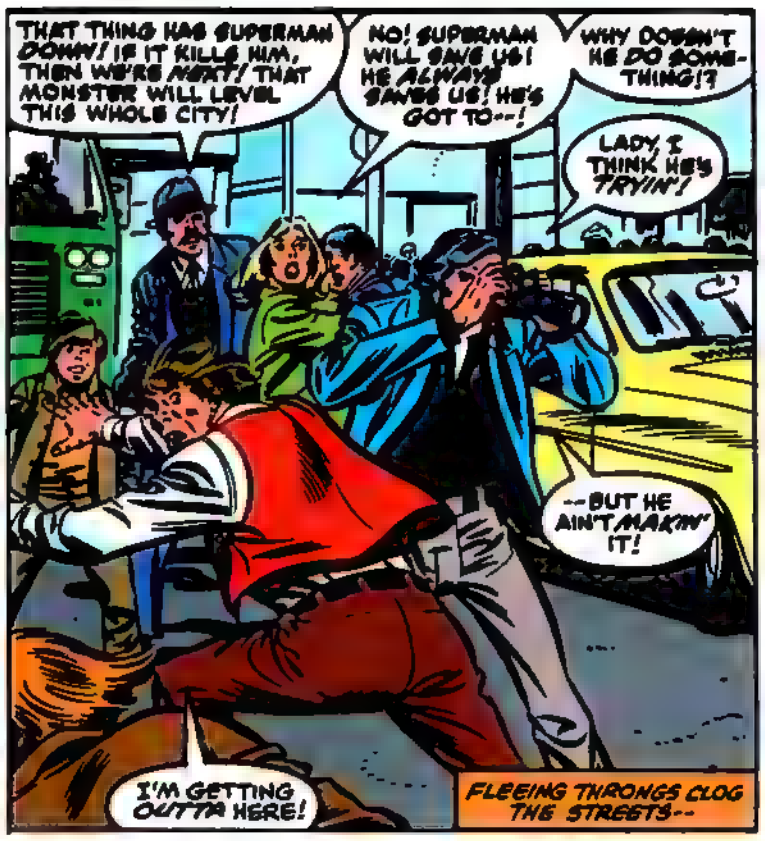

I DON'T WANT TO HURT YOU HULK, BUT...
BAH! STUPID MAN WITH CAPE MAKES MORE NOISE TO BOTHER HULK!

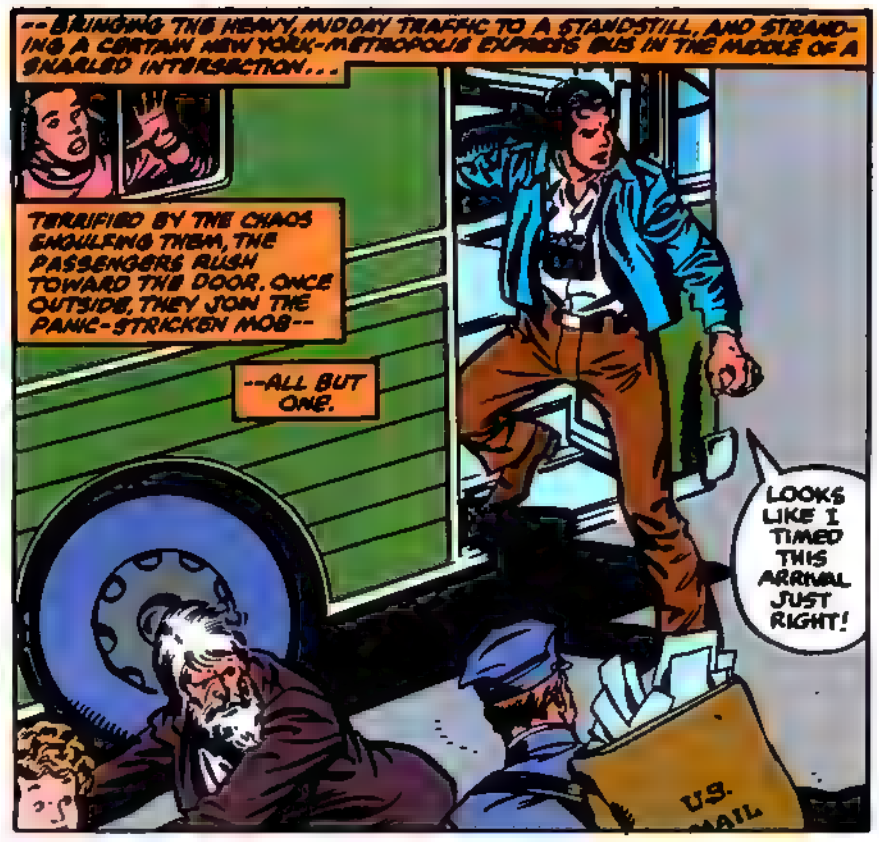
BUT CAPE-MAN'S NOISE HULK CAN STOP! HULK CAN SEE CAPE-MAN!
AND WHAT HULK CAN SEE--

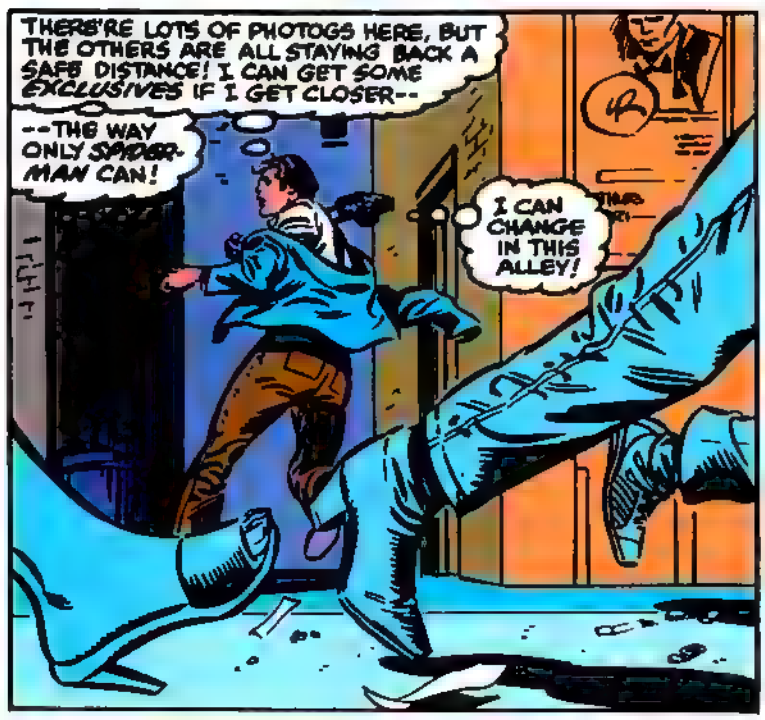

--HULK CAN SMASH!
SHRAK!
GREAT KRYPTON! HE'S EVEN MORE POWERFUL...MORE SAVAGE THAN I IMAGINED!
HOW CAN ANYTHING MORTAL BE THAT STRONG?

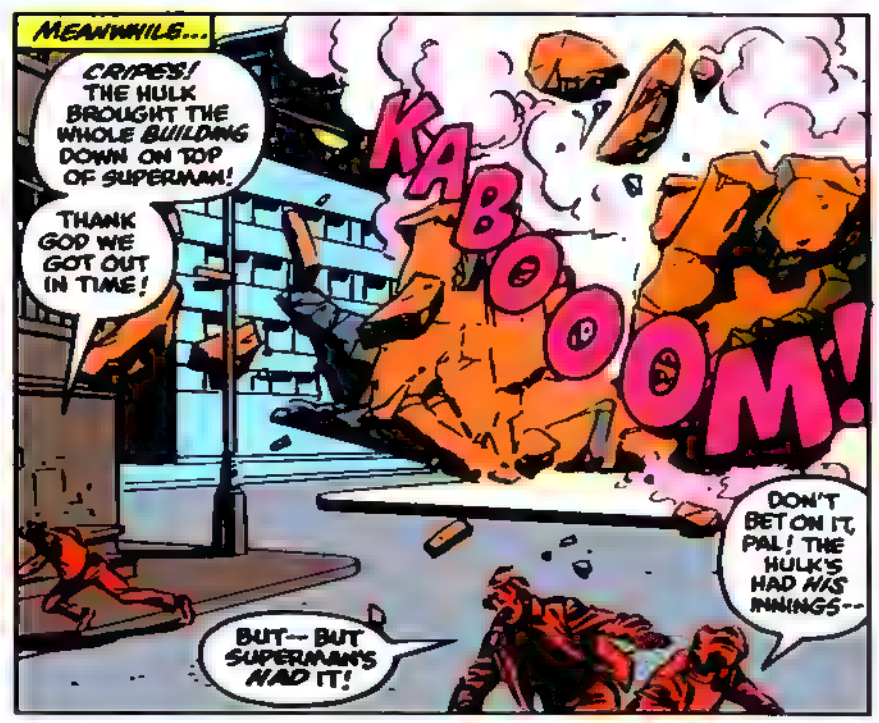
RARRHH!
HULK WILL TEAR CAPE-MAN APART WITH HIS BARE HANDS!

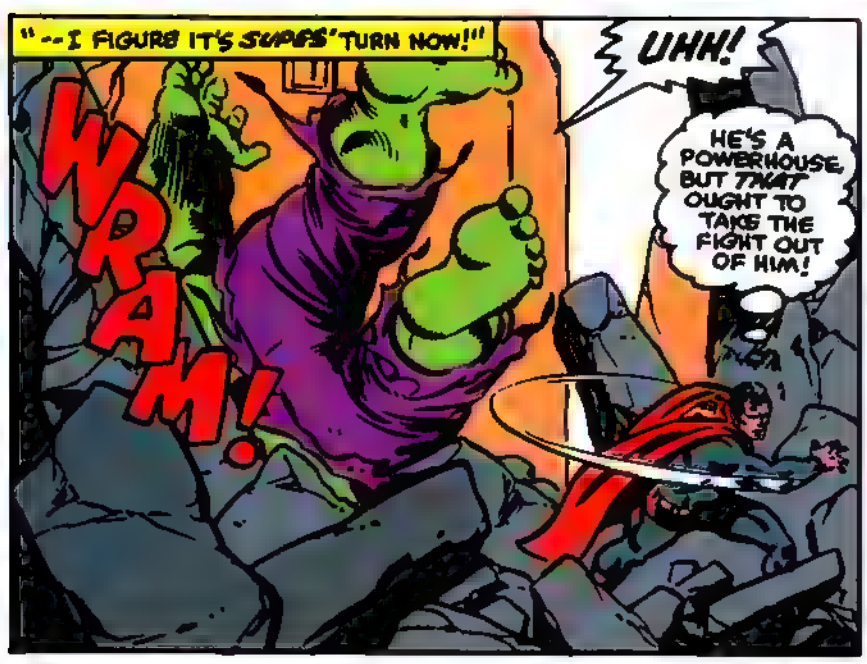
BRRAK-KOOOM!
UH-OH!
THIS ISN'T GOING TO BE EASY!


THAT THING HAS SUPERMAN DOWN! IF IT KILLS HIM, THEN WE'RE NEXT! THAT MONSTER WILL LEVEL THIS WHOLE CITY!
NO! SUPERMAN WILL SAVE US! HE ALWAYS SAVES US! HE'S GOT TO--!
WHY DOESN'T HE DO SOMETHING!?
LADY, I THINK HE'S TRYIN'!
--BUT HE AIN'T MAKIN' IT!
I'M GETTING OUTTA HERE!
FLEEING THRONGS CLOG THE STREETS--

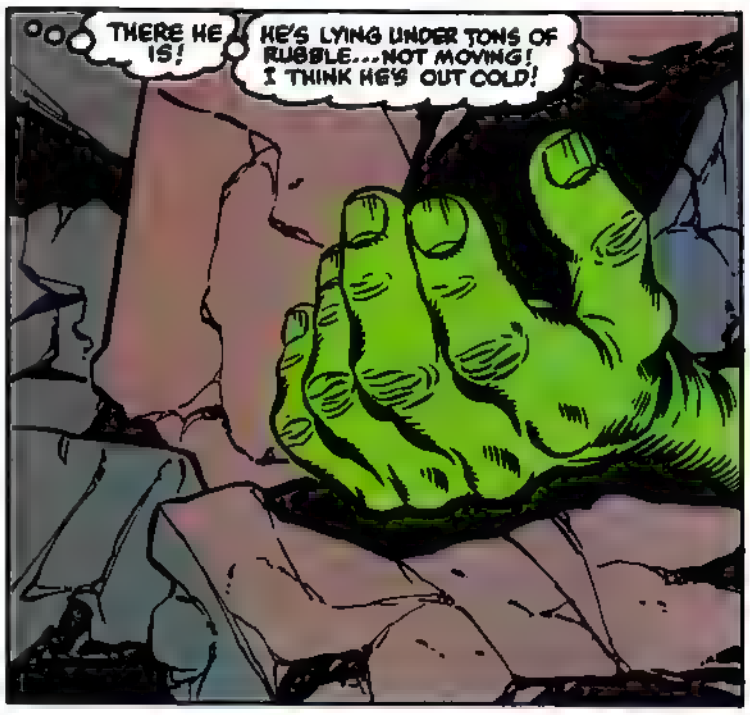

--BRINGING THE HEAVY, MIDDAY TRAFFIC TO A STANDSTILL, AND STRANDING A CERTAIN NEW YORK-METROPOLIS EXPRESS BUS IN THE MIDDLE OF A SNARLED INTERSECTION...
TERRIFIED BY THE CHAOS ENGULFING THEM, THE PASSENGERS RUSH TOWARD THE DOOR. ONCE OUTSIDE, THEY JOIN THE PANIC-STRICKEN MOB--
--ALL BUT ONE.
LOOKS LIKE I TIMED THIS ARRIVAL JUST RIGHT!
U.S. MAIL

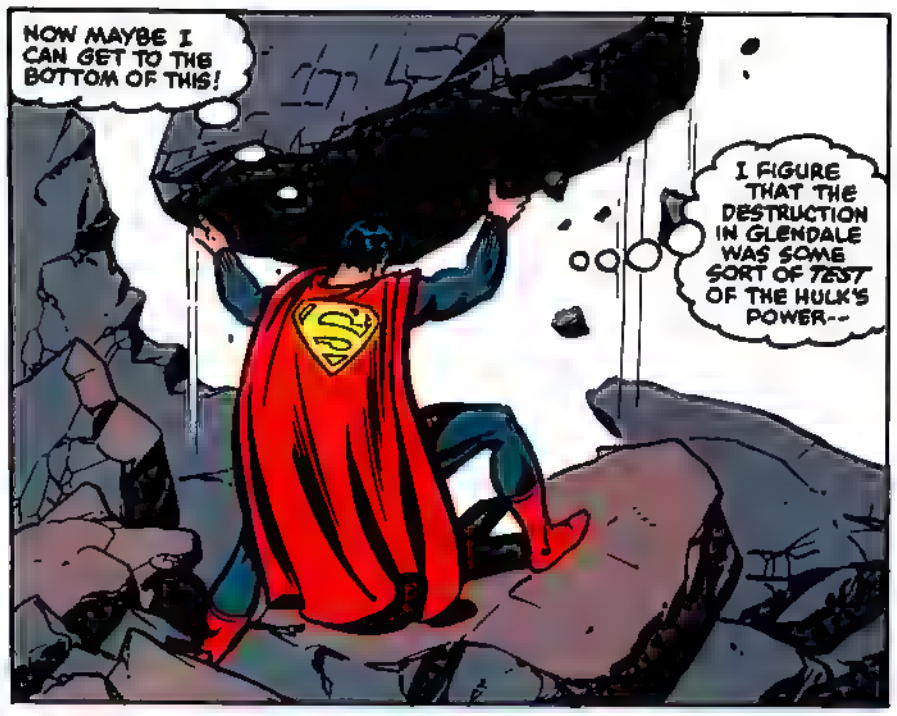

THERE'RE LOTS OF PHOTOGS HERE, BUT THE OTHERS ARE ALL STAYING BACK A SAFE DISTANCE! I CAN GET SOME EXCLUSIVES IF I GET CLOSER--
--THE WAY ONLY SPIDER-MAN CAN!
I CAN CHANGE IN THIS ALLEY!

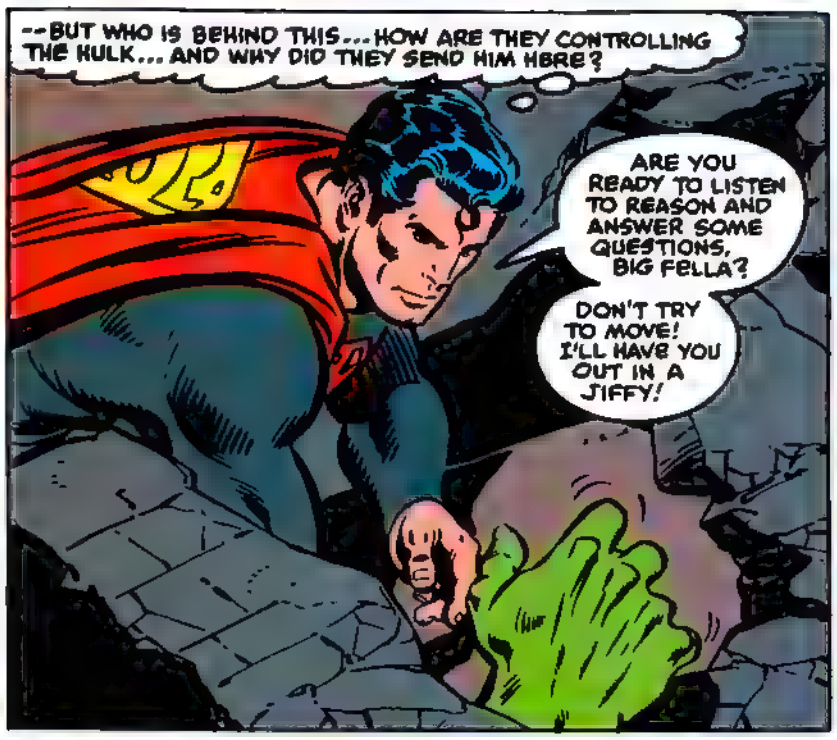

MEANWHILE...
CRIPES! THE HULK BROUGHT THE WHOLE BUILDING DOWN ON TOP OF SUPERMAN!
THANK GOD WE GOT OUT IN TIME!
KABOOOOM!
DON'T BET ON IT, PAL! THE HULK'S HAD HIS INNINGS--
BUT-- BUT SUPERMAN'S HAD IT!


"--I FIGURE IT'S SUPES' TURN NOW!"
UHH!
WRAM!
HE'S A POWERHOUSE, BUT THAT OUGHT TO TAKE THE FIGHT OUT OF HIM!

HMM! I DON'T LIKE THIS-- HE'S LYING TOO STILL!
I DIDN'T THINK I HIT HIM THAT HARD!
A BRUTE LIKE THAT COULDN'T BE PLANNING A TRAP--
--COULD HE?

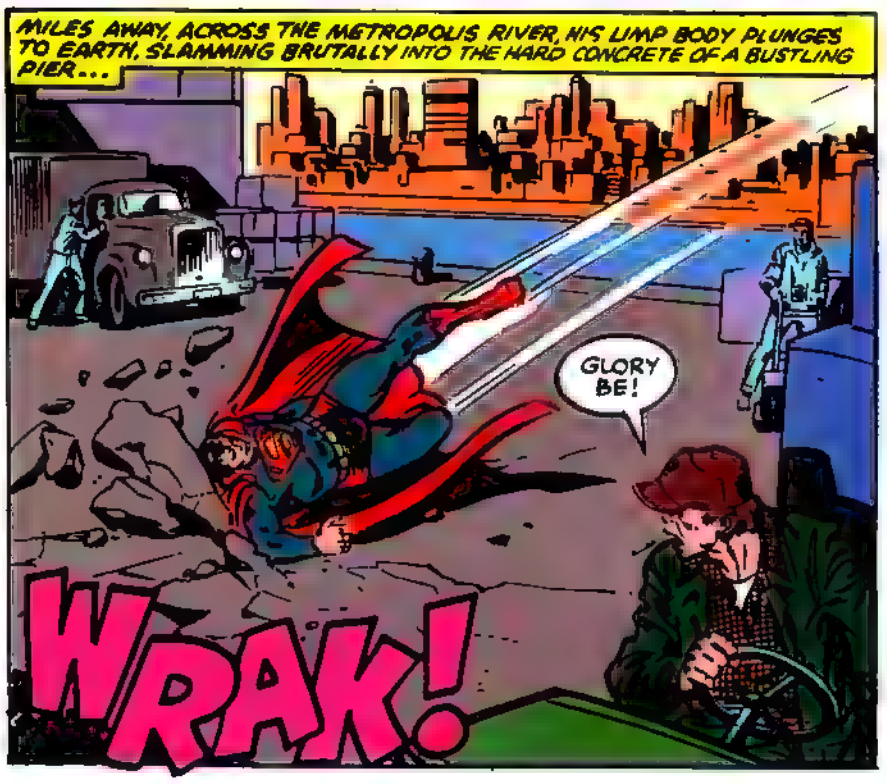

THERE HE IS!
HE'S LYING UNDER TONS OF RUBBLE...NOT MOVING! I THINK HE'S OUT COLD!

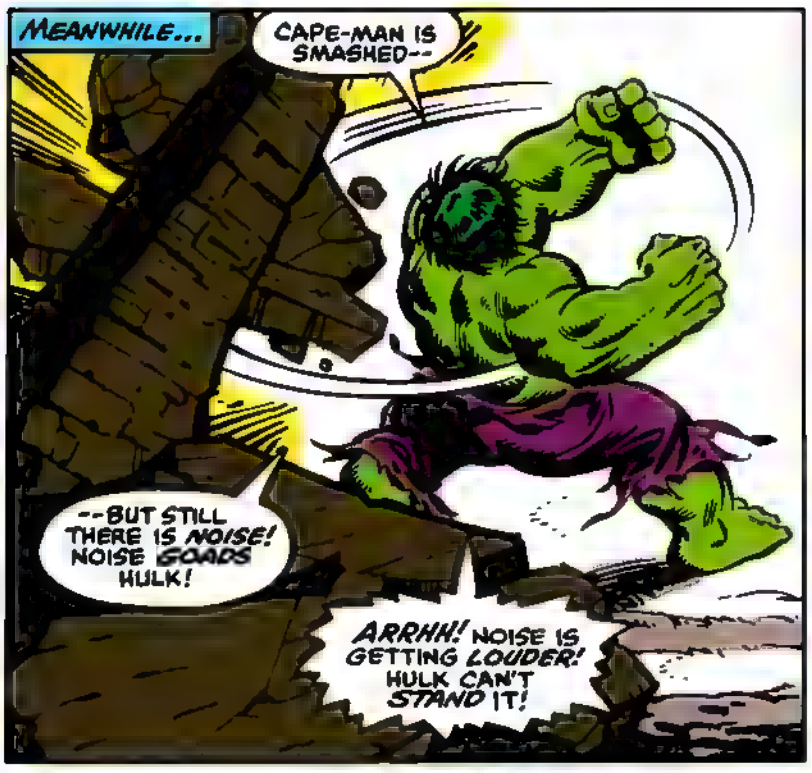

NOW MAYBE I CAN GET TO THE BOTTOM OF THIS!
I FIGURE THAT THE DESTRUCTION IN GLENDALE WAS SOME SORT OF TEST OF THE HULK'S POWER--

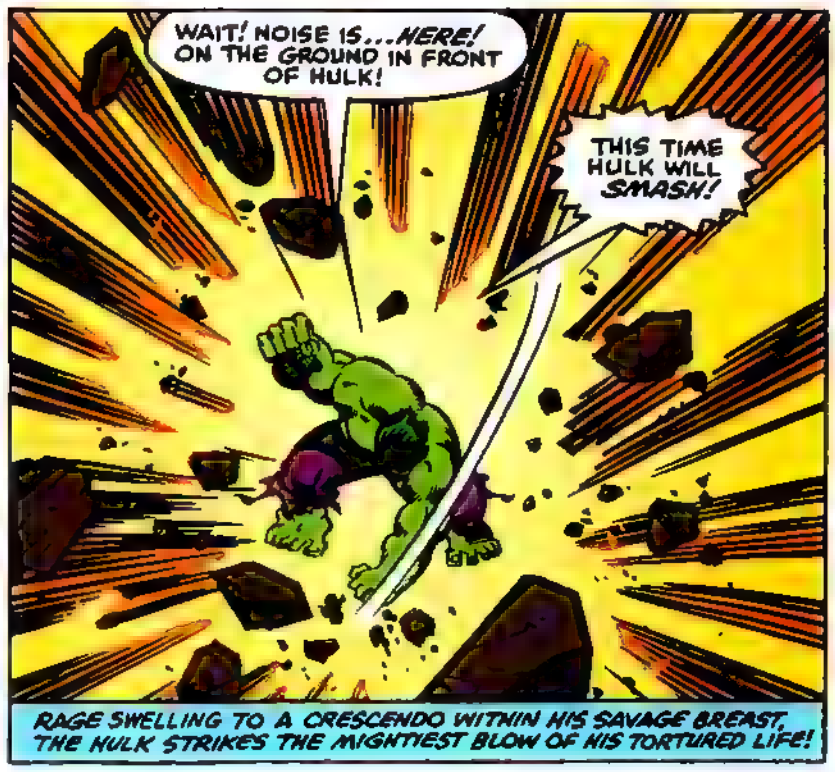

--BUT WHO IS BEHIND THIS...HOW ARE THEY CONTROLLING THE HULK... AND WHY DID THEY SEND HIM HERE?
ARE YOU READY TO LISTEN TO REASON AND ANSWER SOME QUESTIONS, BIG FELLA?
DON'T TRY TO MOVE! I'LL HAVE YOU OUT IN A JIFFY!

KA-BLAM!
STUPID CAPE-MAN!

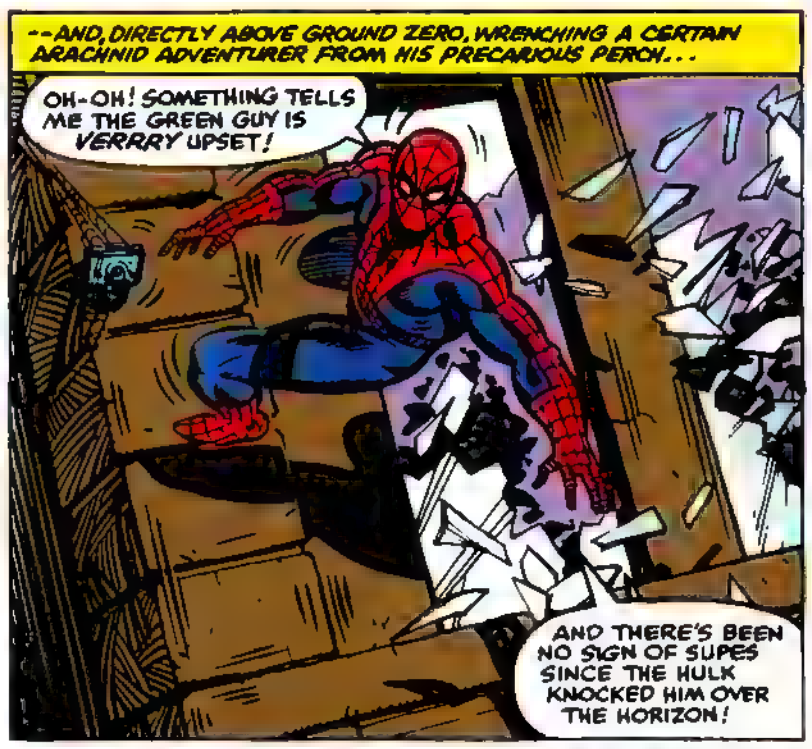
EXPLODING UPWARD AT SUPERSONIC SPEED, THE MAN OF STEEL HURTLES INTO THE SKY, DRIVEN BY THE POWER OF AN H-BOMB PACKED INTO ONE THUNDERING PUNCH.

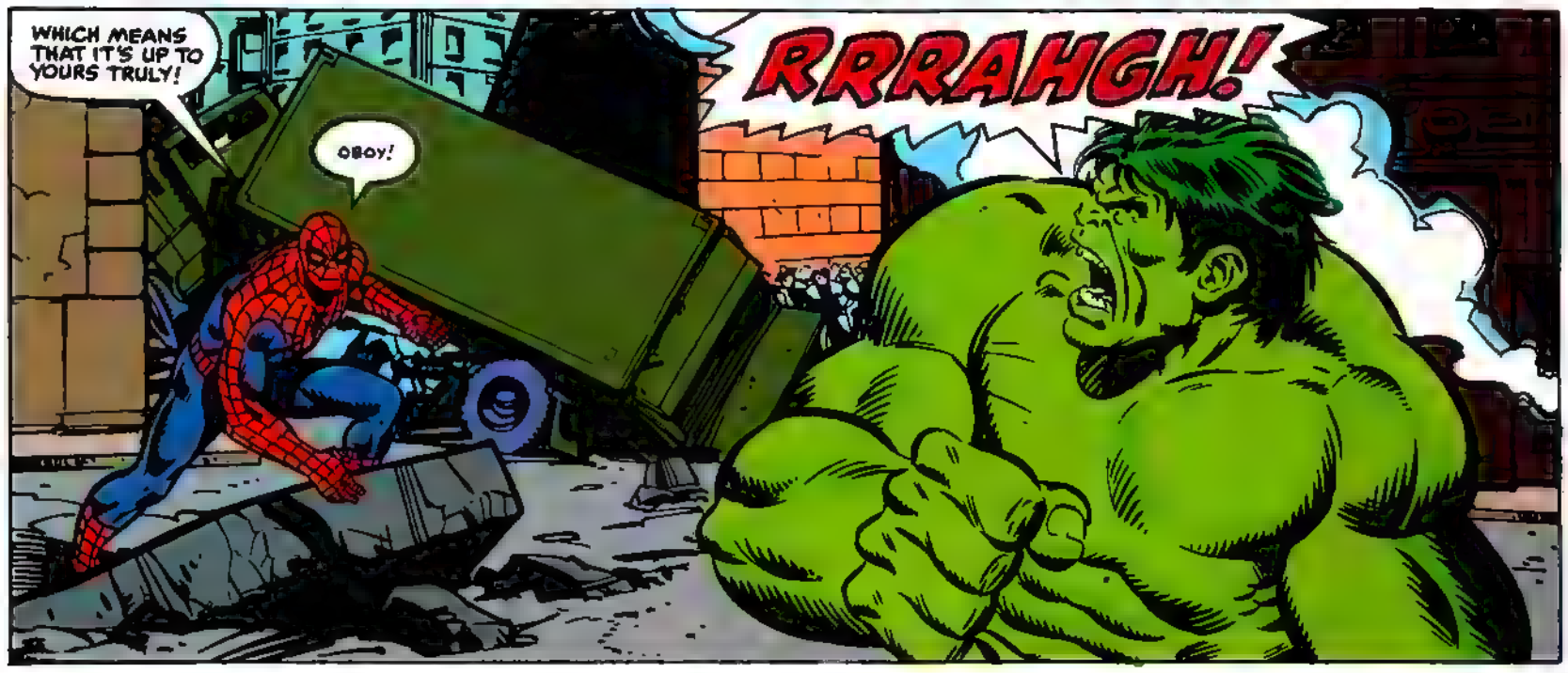

MILES AWAY, ACROSS THE METROPOLIS RIVER, HIS LIMP BODY PLUNGES TO EARTH, SLAMMING BRUTALLY INTO THE HARD CONCRETE OF A BUSTLING PIER...
GLORY BE!
WRAK!


MEANWHILE...
CAPE-MAN IS SMASHED--
--BUT STILL THERE IS NOISE! NOISE GOADS HULK!
ARRHH! NOISE IS GETTING LOUDER! HULK CAN'T STAND IT!

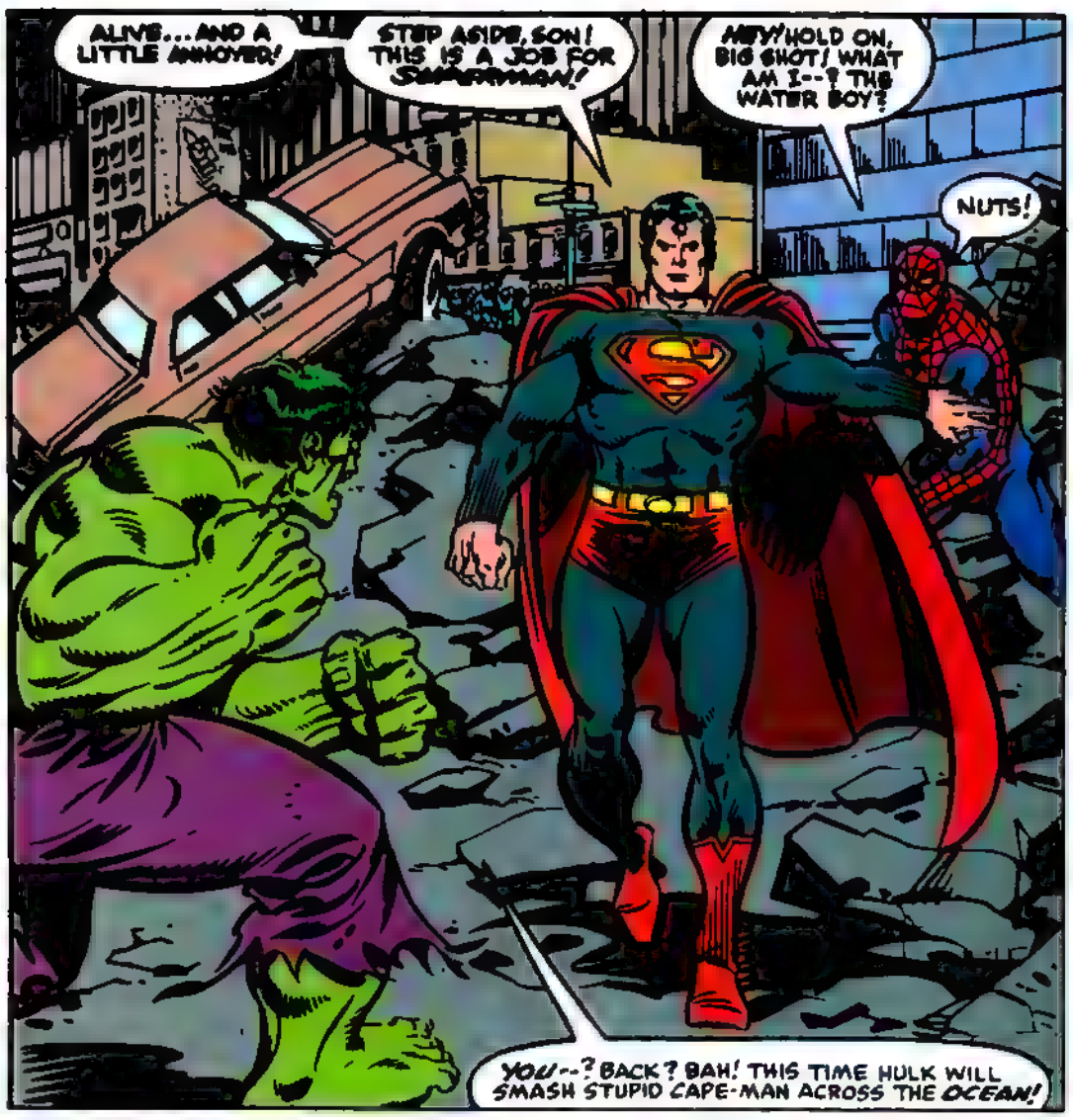

WAIT! NOISE IS...HERE! ON THE GROUND IN FRONT OF HULK!
THIS TIME HULK WILL SMASH!
RAGE SWELLING TO A CRESCENDO WITHIN HIS SAVAGE BREAST, THE HULK STRIKES THE MIGHTIEST BLOW OF HIS TORTURED LIFE!

AWESTRUCK MILLIONS REEL AS THE SHOCKWAVE BORNE OF THE UNIMAGINABLE IMPACT RIPPLES THROUGH THEIR CITY, OVERTURNING CARS, SHATTERING COUNTLESS WINDOWS--


--AND, DIRECTLY ABOVE GROUND ZERO, WRENCHING A CERTAIN ARACHNID ADVENTURER FROM HIS PRECARIOUS PERCH...
OH-OH! SOMETHING TELLS ME THE GREEN GUY IS VERRRY UPSET!
AND THERE'S BEEN NO SIGN OF SUPES SINCE THE HULK KNOCKED HIM OVER THE HORIZON!


WHICH MEANS THAT IT'S UP TO YOURS TRULY!
OBOY!
RRRAHGH!

IGNORING THE QUEASY TIGHTNESS GRIPPING HIS STOMACH, SPIDER-MAN ADVANCES ON HIS RAGING FOE! BUT, SUDDENLY...
HOLD IT, SPIDER-MAN!
HUH? YOU'RE STILL ALIVE AFTER TAKING THAT PUNCH?!

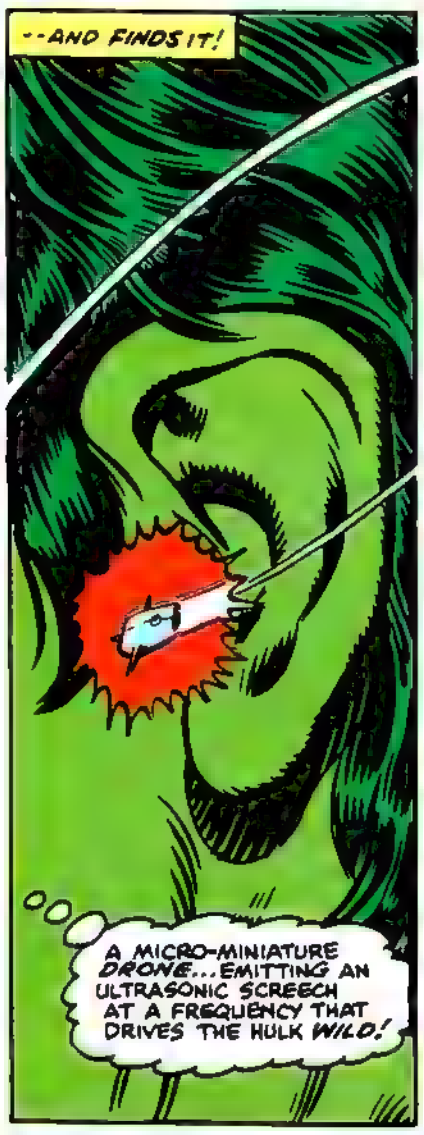

ALIVE... AND A LITTLE ANNOYED!
STEP ASIDE, SON! THIS IS A JOB FOR SUPERMAN!
HEY! HOLD ON, BIG SHOT! WHAT AM I--? THE WATER BOY?
NUTS!
YOU--? BACK? BAH! THIS TIME HULK WILL SMASH STUPID CAPE-MAN ACROSS THE OCEAN!

NOT THIS TIME, HULK! YOU CAUGHT ME BY SURPRISE— ONCE! THIS TIME, I'M READY!
AND WHEN I'M READY... AND I DON'T WANT TO BE MOVED, NO POWER ON EARTH--
RRRRAH!
KRAKOOOM!
--CAN MOVE ME!
WITH LUCK HE'LL WEAR HIMSELF OUT TRYING!

BAH! CAPE-MAN THINKS HE IS STRONG-- BUT HULK IS THE STRONGEST ONE THERE IS!
AND THE MADDER HULK GETS, THE STRONGER HULK GETS!

FISTS THAT CAN SHATTER MOUNTAINS SLAM AGAIN AND AGAIN INTO THE BODY OF THE MAN WHO CAN MOVE PLANETS.
HE DOES NOT BUDGE.
BUT THE HULK GROWS EVER MORE FURIOUS, HIS STRENGTH GROWING GEOMETRICALLY WITH EACH PASSING SECOND--

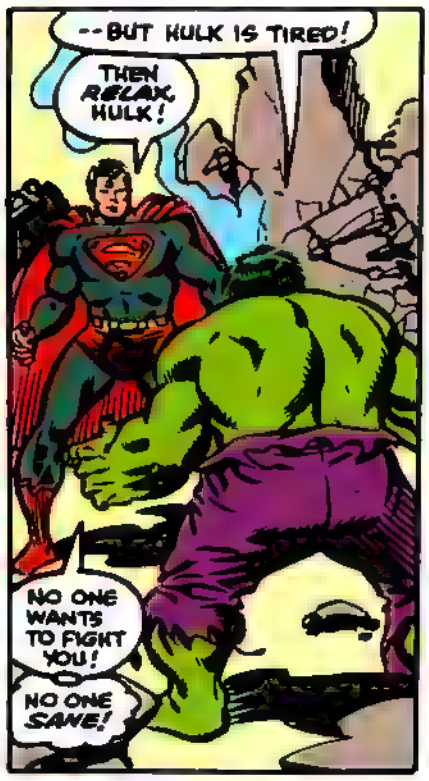
--AND THE OUTCOME OF THE STRANGE DUEL IS IN DOUBT.
THEN, DESPITE THE CRASHING DIN, THE MAN OF MIGHT NOTICES A NOISE--A PULSATING ULTRASONIC SHRIEK, FAR BEYOND DETECTION BY ORDINARY MORTAL EARS--THAT SEEMS TO COME FROM THE AIR ITSELF NEAR THE HULK'S HEAD.
FOCUSING HIS KRYPTONIAN EYES TO EMPLOY HIS UNCANNY MICROSCOPIC VISION, HE SEARCHES FOR THE SOURCE--

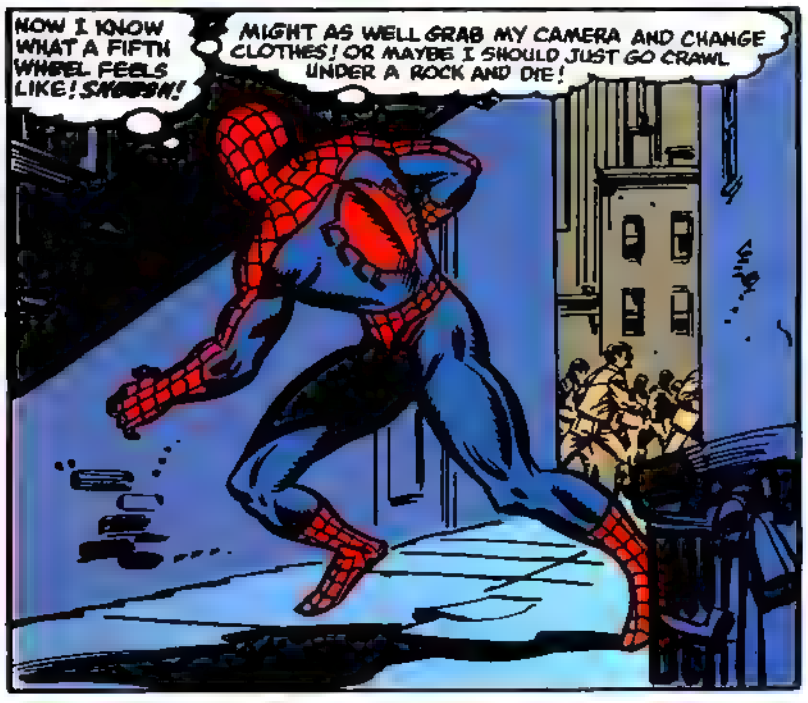

--AND FINDS IT!
A MICRO-MINIATURE DRONE...EMITTING AN ULTRASONIC SCREECH AT A FREQUENCY THAT DRIVES THE HULK WILD!

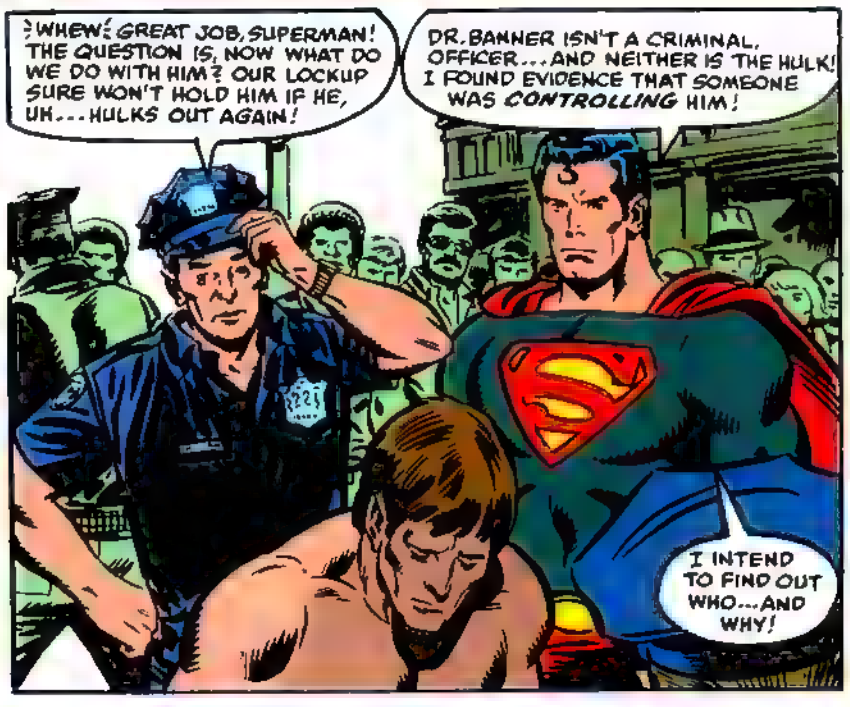
IT'S ZIPPING AROUND TOO FAST FOR THE HULK TO SWAT AWAY, BUT WITH MY SUPER SPEED I CAN GRAB IT--

--AND DESTROY IT!
BEAMS OF PURE HEAT BLAZE FORTH FROM KRYPTONIAN EYES, AND WITH AN AUDIBLE SIZZLE, THE DRONE VAPORIZES!

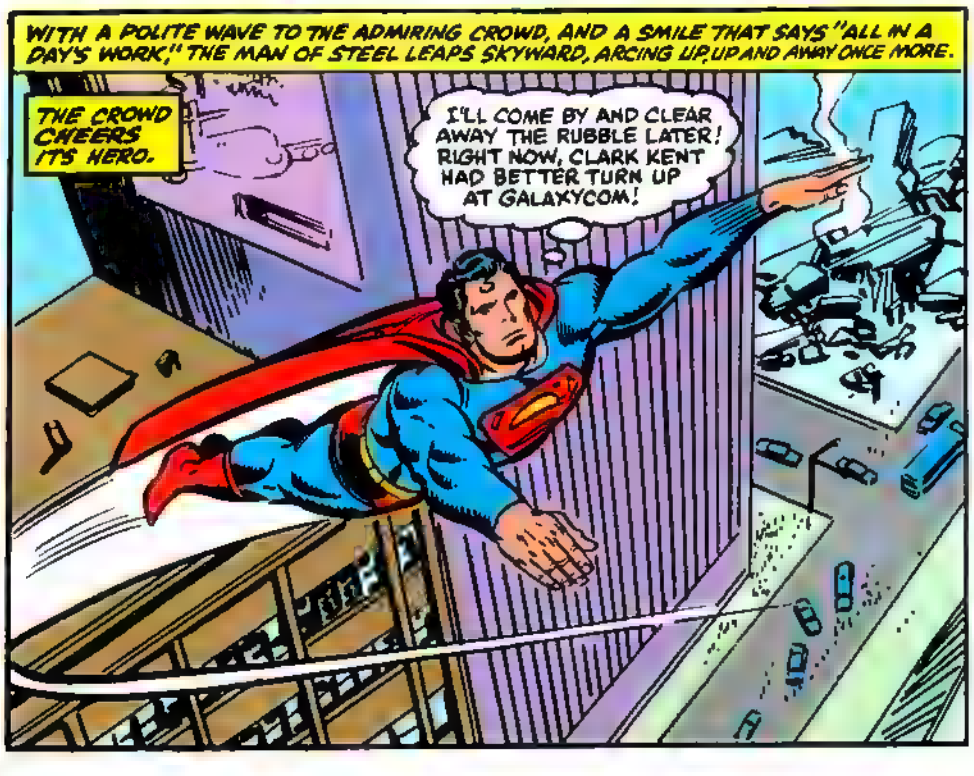
HUH? NOISE... IS GONE!
YES, HULK! I TOOK THE NOISE AWAY! IT WON'T BOTHER YOU ANY MORE! NOW, CALM DOWN!
CAPE-MAN TALKS STUPID! CAPE-MAN IS STUPID! HULK SHOULD SMASH ANYWAY--



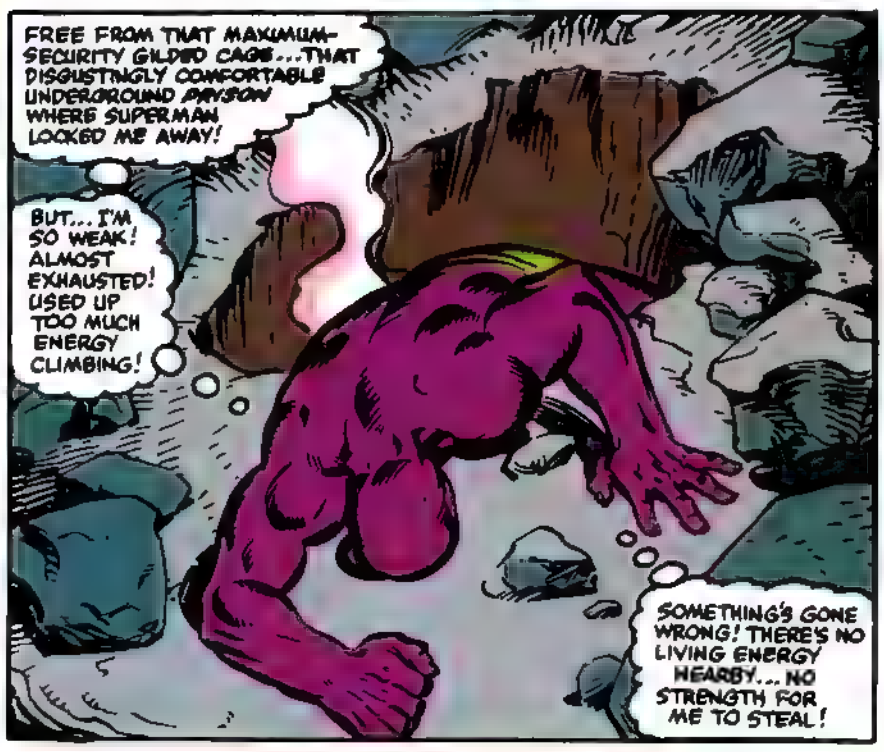




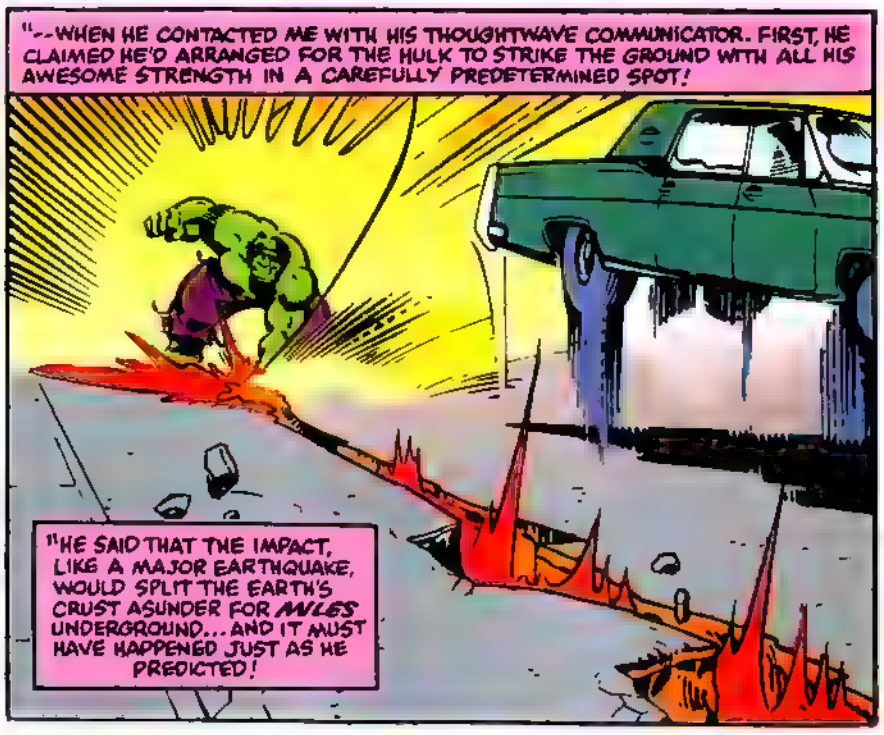
*SCIENTIFIC AND TECHNOLOGICAL ADVANCED RESEARCH, A SCIENTIFIC RESEARCH CENTER NEAR METROPOLIS!--AL

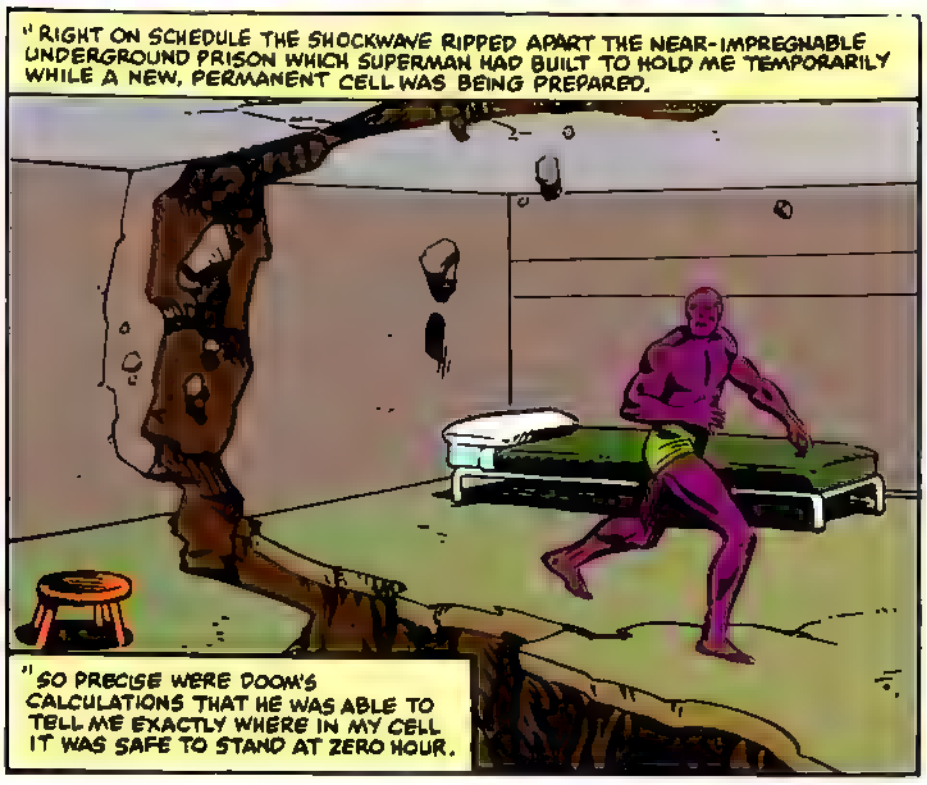


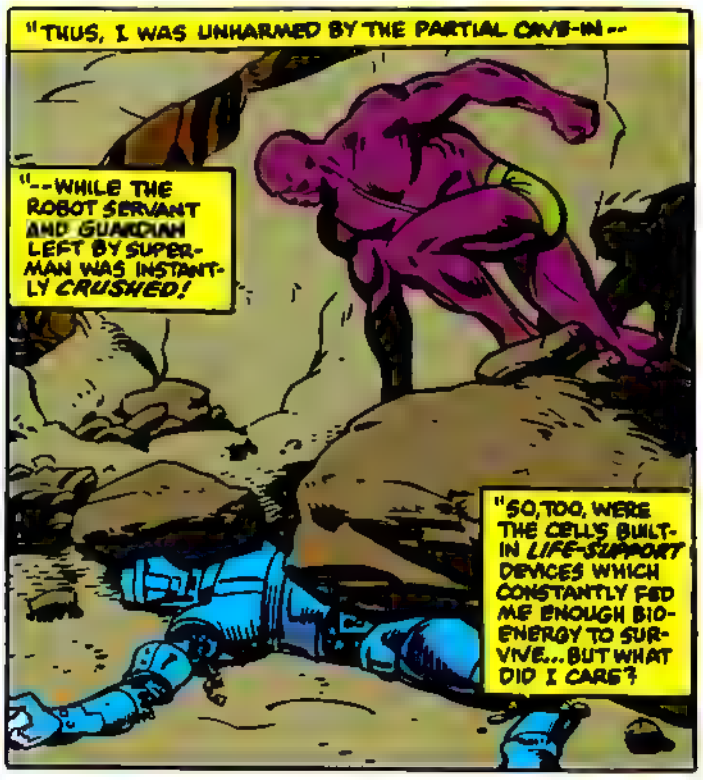
AS SUPERMAN SOARS OUT OF SIGHT, THE CROWDS BEGIN TO DISPERSE, BELIEVING THAT THE CRISIS HAS ENDED... WHEN IN FACT, IT HAS JUST BEGUN.
FOR, AT THAT MOMENT, IN THE MIDST OF THE DEBRIS OF A BATTLE-RAZED BUILDING...
THE SURFACE! I MADE IT! I'M FREE!

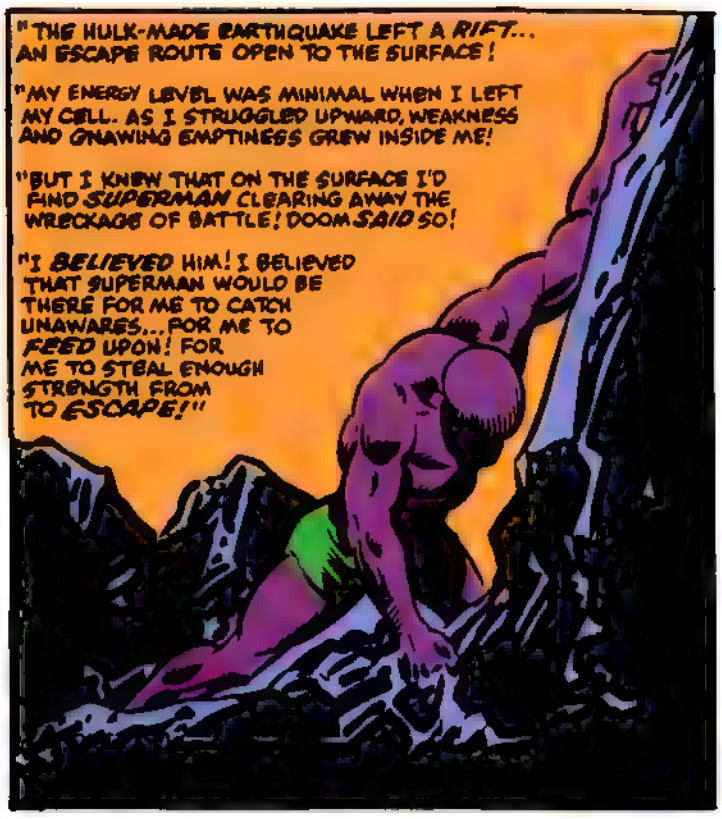

FREE FROM THAT MAXIMUM-SECURITY GILDED CAGE...THAT DISGUSTINGLY COMFORTABLE UNDERGROUND PRISON WHERE SUPERMAN LOCKED ME AWAY!
BUT... I'M SO WEAK! ALMOST EXHAUSTED! USED UP TOO MUCH ENERGY CLIMBING!
SOMETHING'S GONE WRONG! THERE'S NO LIVING ENERGY NEARBY... NO STRENGTH FOR ME TO STEAL!

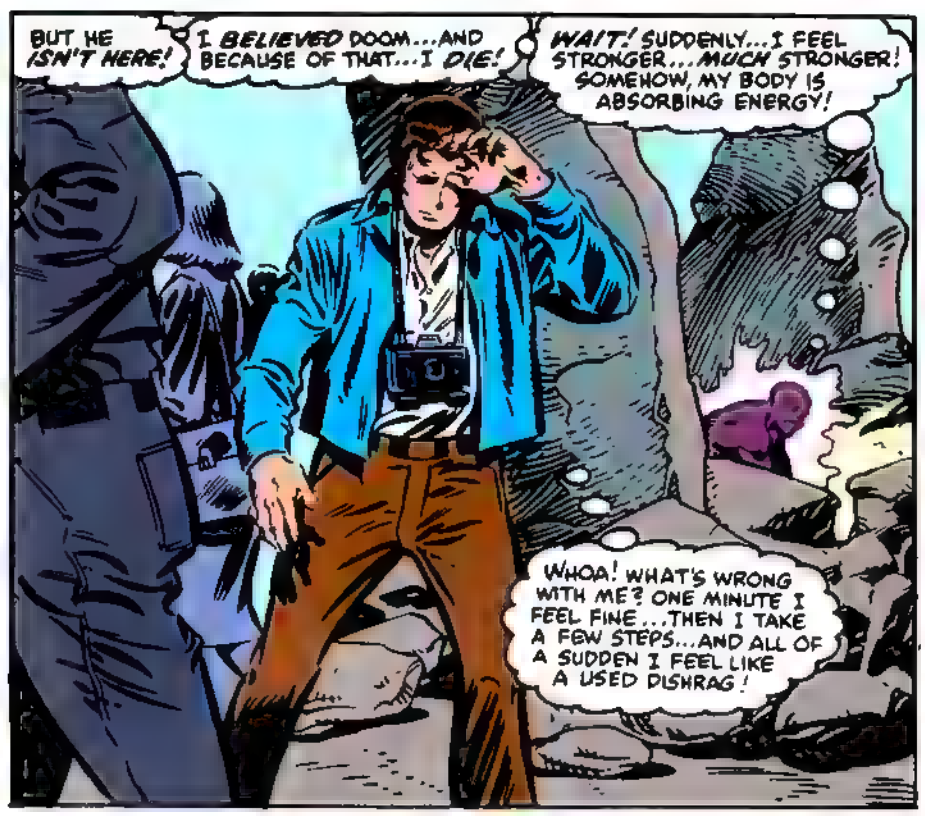
CAN'T... MOVE! CAN'T EVEN CRAWL NEARER TO THOSE PEOPLE OVER THERE TO STEAL STRENGTH FROM THEM... FEED ON THEIR LIFE-ENERGY!
HAVE I COME THIS FAR... ONLY TO LIE HERE AND STARVE TO DEATH? WHAT KIND OF END IS THAT... FOR SUPERMAN'S DEADLIEST ENEMY?
WHAT KIND OF DEATH... FOR THE PARASITE!
DOOM! THIS IS HIS FAULT! HE TOLD ME HE HAD IT ALL PLANNED--

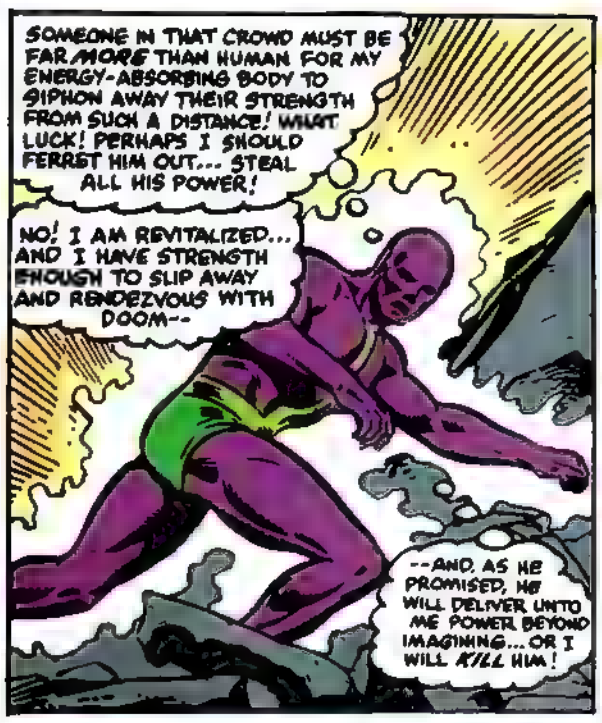

"--WHEN HE CONTACTED ME WITH HIS THOUGHTWAVE COMMUNICATOR. FIRST, HE CLAIMED HE'D ARRANGED FOR THE HULK TO STRIKE THE GROUND WITH ALL HIS AWESOME STRENGTH IN A CAREFULLY PREDETERMINED SPOT!
"HE SAID THAT THE IMPACT, LIKE A MAJOR EARTHQUAKE, WOULD SPLIT THE EARTH'S CRUST ASUNDER FOR MILES UNDERGROUND... AND IT MUST HAVE HAPPENED JUST AS HE PREDICTED!


"RIGHT ON SCHEDULE THE SHOCKWAVE RIPPED APART THE NEAR-IMPREGNABLE UNDERGROUND PRISON WHICH SUPERMAN HAD BUILT TO HOLD ME TEMPORARILY WHILE A NEW, PERMANENT CELL WAS BEING PREPARED.
"SO PRECISE WERE DOOM'S CALCULATIONS THAT HE WAS ABLE TO TELL ME EXACTLY WHERE IN MY CELL IT WAS SAFE TO STAND AT ZERO HOUR.


"THUS, I WAS UNHARMED BY THE PARTIAL CAVE-IN--
"--WHILE THE ROBOT SERVANT AND GUARDIAN LEFT BY SUPERMAN WAS INSTANTLY CRUSHED!
"SO, TOO, WERE THE CELL'S BUILT-IN LIFE-SUPPORT DEVICES WHICH CONSTANTLY FED ME ENOUGH BIO-ENERGY TO SURVIVE... BUT WHAT DID I CARE?

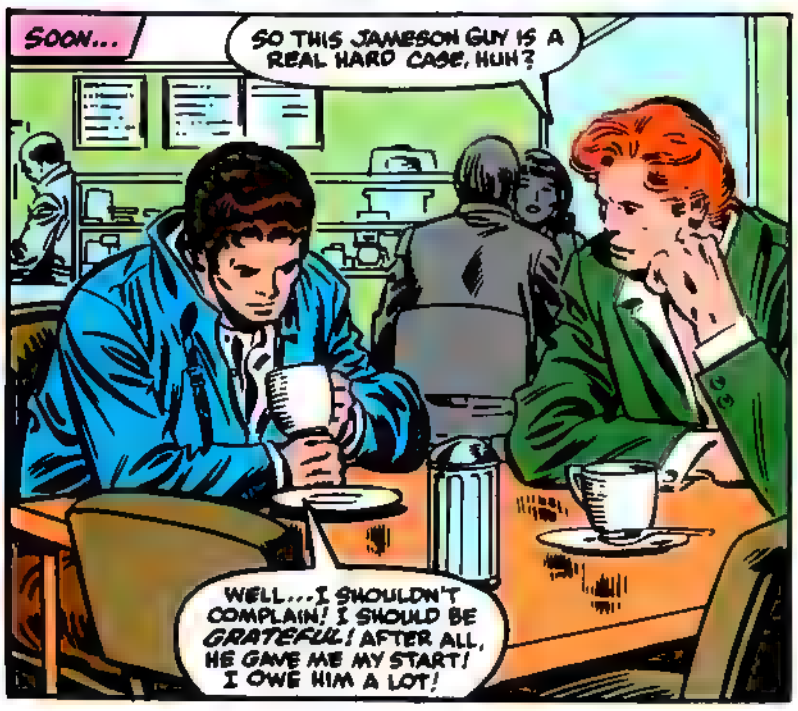

"THE HULK-MADE EARTHQUAKE LEFT A RIFT... AN ESCAPE ROUTE OPEN TO THE SURFACE!
"MY ENERGY LEVEL WAS MINIMAL WHEN I LEFT MY CELL. AS I STRUGGLED UPWARD, WEAKNESS AND GNAWING EMPTINESS GREW INSIDE ME!
"BUT I KNEW THAT ON THE SURFACE I'D FIND SUPERMAN CLEARING AWAY THE WRECKAGE OF BATTLE! DOOM SAID SO!
"I BELIEVED HIM! I BELIEVED THAT SUPERMAN WOULD BE THERE FOR ME TO CATCH UNAWARES... FOR ME TO FEED UPON! FOR ME TO STEAL ENOUGH STRENGTH FROM TO ESCAPE!"

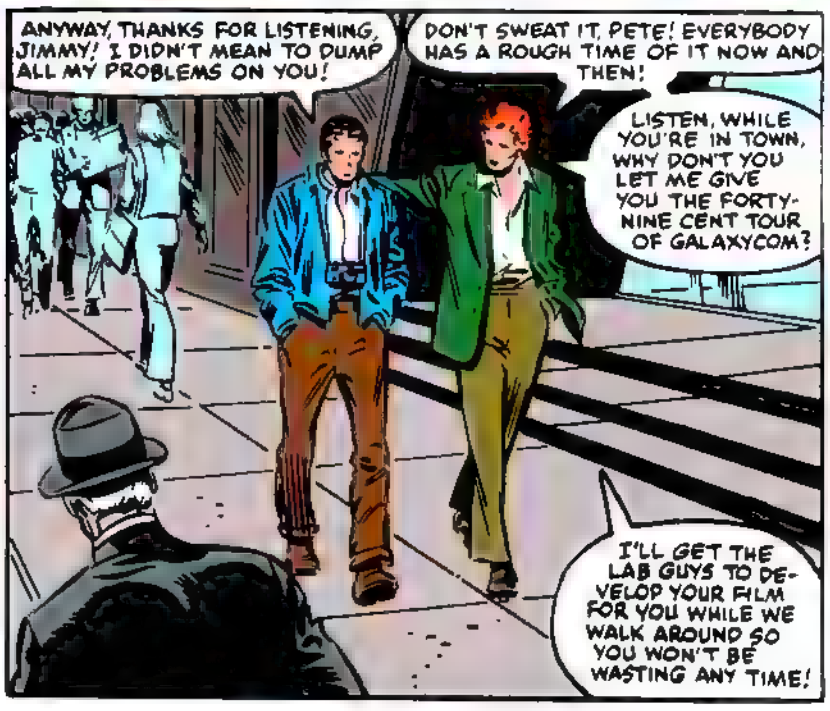

BUT HE ISN'T HERE!
I BELIEVED DOOM...AND BECAUSE OF THAT...I DIE!
WAIT! SUDDENLY...I FEEL STRONGER...MUCH STRONGER! SOMEHOW, MY BODY IS ABSORBING ENERGY!
WHOA! WHAT'S WRONG WITH ME? ONE MINUTE I FEEL FINE...THEN I TAKE A FEW STEPS...AND ALL OF A SUDDEN I FEEL LIKE A USED DISHRAG!


SOMEONE IN THAT CROWD MUST BE FAR MORE THAN HUMAN FOR MY ENERGY-ABSORBING BODY TO SIPHON AWAY THEIR STRENGTH FROM SUCH A DISTANCE! WHAT LUCK! PERHAPS I SHOULD FERRET HIM OUT... STEAL ALL HIS POWER!
NO! I AM REVITALIZED... AND I HAVE STRENGTH ENOUGH TO SLIP AWAY AND RENDEZVOUS WITH DOOM--
--AND, AS HE PROMISED, HE WILL DELIVER UNTO ME POWER BEYOND IMAGINING...OR I WILL KILL HIM!

MEANWHILE...
CAN'T UNDERSTAND WHY I'M SO WEAK ALL OF A SUDDEN! I FEEL LIKE I'M GOING...TO FAINT...

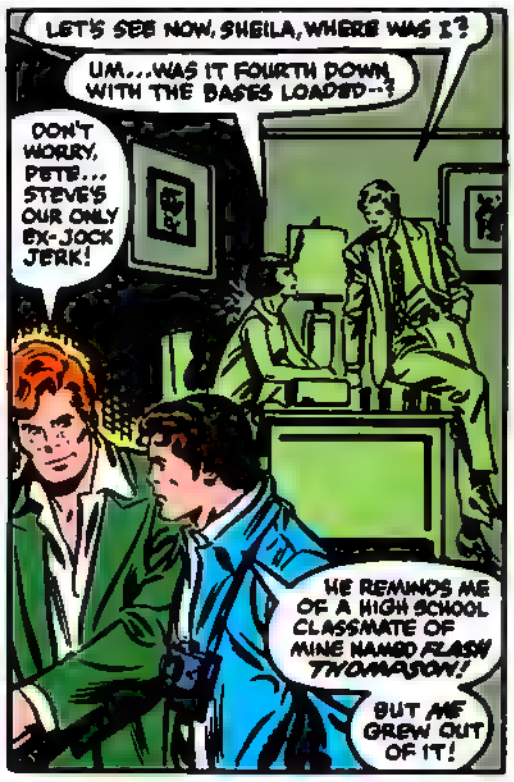
TOO MUCH SUN, PAL?
WHA--? I-I DON'T KNOW! JUST FELT DIZZY! I'LL BE ALL RIGHT NOW! I'VE GOT TO GET GOING-- BACK TO NEW YORK TO DELIVER MY FILM!
YOU'D BETTER REST A WHILE FIRST!
SAY, AREN'T YOU PETER PARKER, THE BUGLE PHOTOG? I'M JIMMY OLSEN FROM THE DAILY PLANET!
C'MON, I'LL BUY YOU A CUP OF COFFEE!

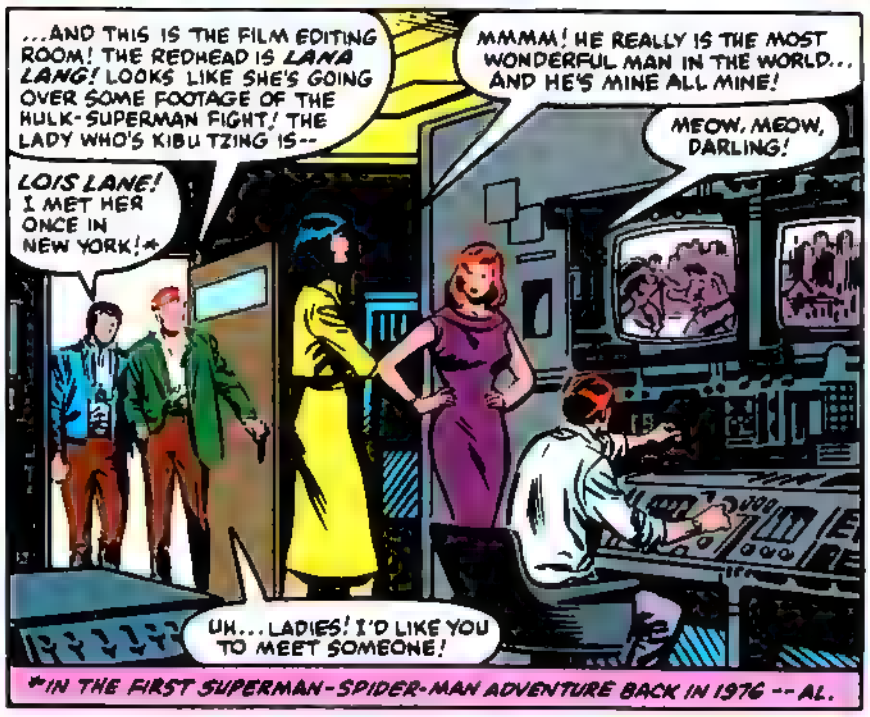

SOON...
SO THIS JAMESON GUY IS A REAL HARD CASE, HUH?
WELL...I SHOULDN'T COMPLAIN! I SHOULD BE GRATEFUL! AFTER ALL, HE GAVE ME MY START! I OWE HIM A LOT!

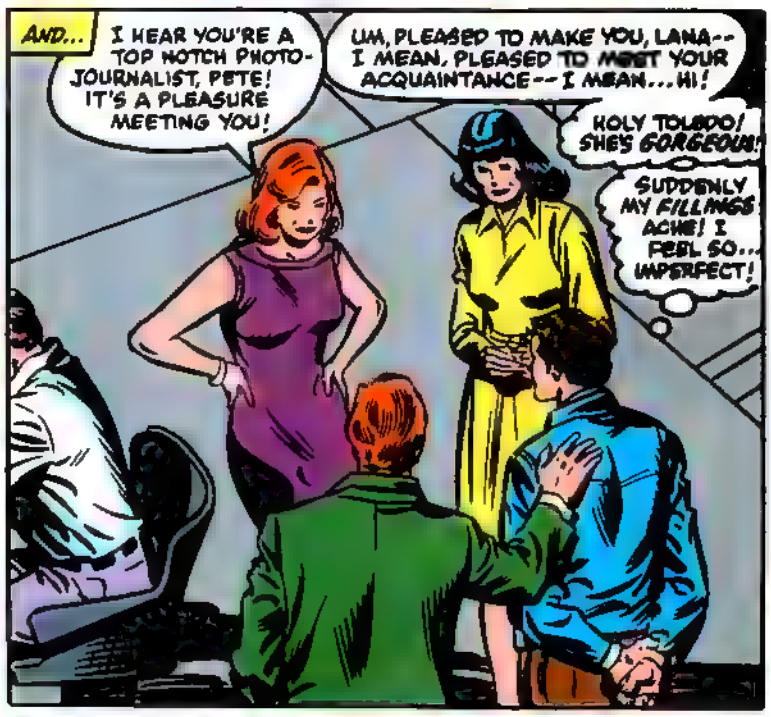

ANYWAY, THANKS FOR LISTENING, JIMMY! I DIDN'T MEAN TO DUMP ALL MY PROBLEMS ON YOU!
DON'T SWEAT IT, PETE! EVERYBODY HAS A ROUGH TIME OF IT NOW AND THEN!
LISTEN, WHILE YOU'RE IN TOWN, WHY DON'T YOU LET ME GIVE YOU THE FORTY-NINE CENT TOUR OF GALAXYCOM?
I'LL GET THE LAB GUYS TO DEVELOP YOUR FILM FOR YOU WHILE WE WALK AROUND SO YOU WON'T BE WASTING ANY TIME!

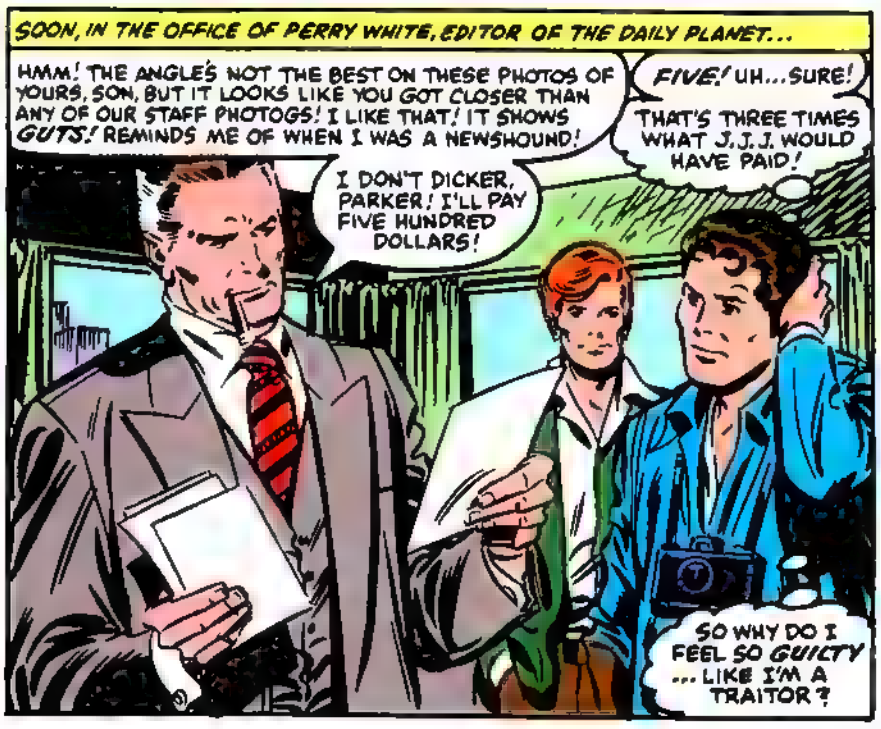
MINUTES LATER...
YEP, AND THEN I RAN OUT OF BOUNDS ON THE SIXTEEN YARD LINE TO KILL THE CLOCK!
YOU BROKE SEVEN TACKLES--? GOODNESS, STEVIE!
TIME OUT, STEVE! I'D LIKE YOU TO MEET SOMEONE!

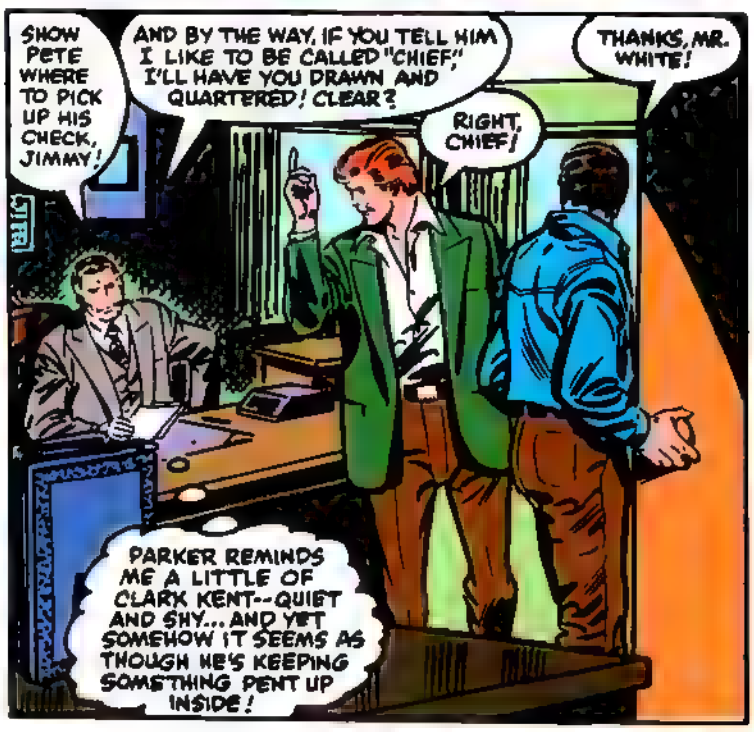
STEVE LOMBARD... PETER PARKER!
I'LL TRY NOT TO SQUEEZE TOO HARD, LITTLE FELLA!
UH, YEAH THANKS, STEVE!
WHAT A JERK! IF HE ONLY KNEW THAT I CAN CRUSH BRICKS WITH MY GRIP--!

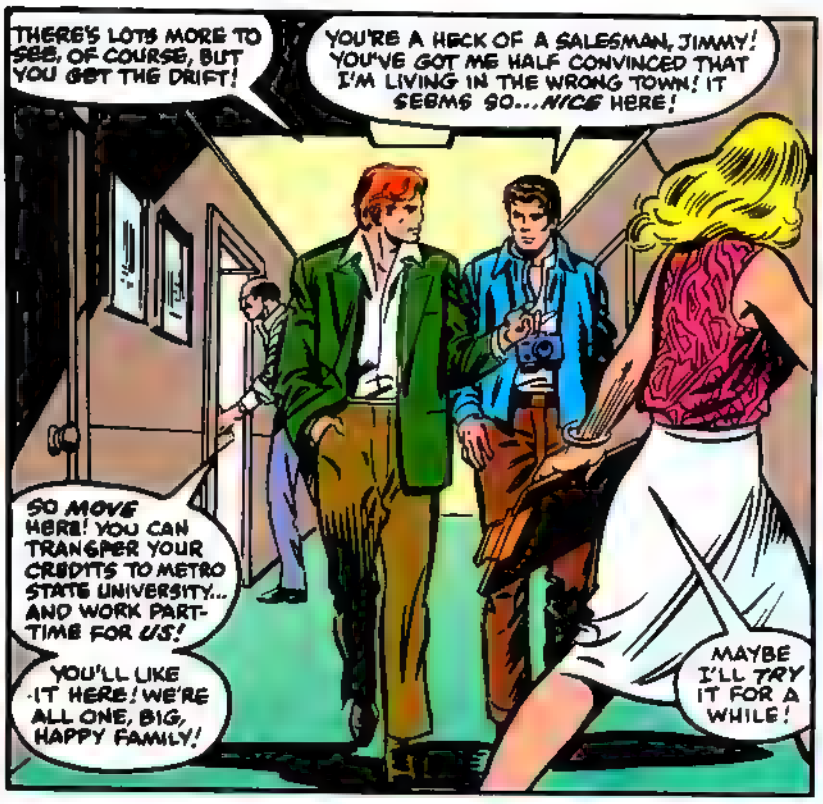

LET'S SEE NOW, SHEILA, WHERE WAS I?
UM...WAS IT FOURTH DOWN WITH THE BASES LOADED--?
DON'T WORRY, PETE... STEVE'S OUR ONLY EX-JOCK JERK!
HE REMINDS ME OF A HIGH SCHOOL CLASSMATE OF MINE NAMED FLASH THOMASON!
BUT ME GREW OUT OF IT!


...AND THIS IS THE FILM EDITING ROOM! THE REDHEAD IS LANA LANG! LOOKS LIKE SHE'S GOING OVER SOME FOOTAGE OF THE HULK-SUPERMAN FIGHT! THE LADY WHO'S KIBUTZING IS--
LOIS LANE! I MET HER ONCE IN NEW YORK!*
MMMM! HE REALLY IS THE MOST WONDERFUL MAN IN THE WORLD... AND HE'S MINE ALL MINE!
MEOW, MEOW, DARLING!
UH...LADIES! I'D LIKE YOU TO MEET SOMEONE!
*IN THE FIRST SUPERMAN-SPIDER-MAN ADVENTURE BACK IN 1976 -- AL.


AND...
I HEAR YOU'RE A TOP NOTCH PHOTO-JOURNALIST, PETE! IT'S A PLEASURE MEETING YOU!
UM, PLEASED TO MAKE YOU, LANA-- I MEAN, PLEASED TO MEET YOUR ACQUAINTANCE--I MEAN...HI!
HOLY TOLEDO! SHE'S GORGEOUS!
SUDDENLY MY FILLINGS ACHE! I FEEL SO... IMPERFECT!


SOON, IN THE OFFICE OF PERRY WHITE, EDITOR OF THE DAILY PLANET...
HMM! THE ANGLE'S NOT THE BEST ON THESE PHOTOS OF YOURS, SON, BUT IT LOOKS LIKE YOU GOT CLOSER THAN ANY OF OUR STAFF PHOTOGS! I LIKE THAT! IT SHOWS GUTS! REMINDS ME OF WHEN I WAS A NEWSHOUND!
FIVE! UH...SURE!
THAT'S THREE TIMES WHAT J. J. J. WOULD HAVE PAID!
I DON'T DICKER, PARKER! I'LL PAY FIVE HUNDRED DOLLARS!
SO WHY DO I FEEL SO GUILTY ... LIKE I'M A TRAITOR?

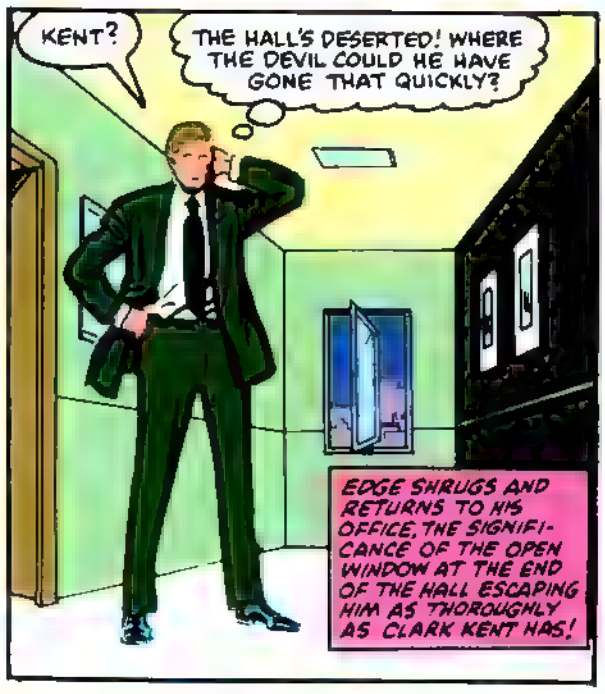

SHOW PETE WHERE TO PICK UP HIS CHECK, JIMMY!
AND BY THE WAY, IF YOU TELL HIM I LIKE TO BE CALLED "CHIEF," I'LL HAVE YOU DRAWN AND QUARTERED! CLEAR?
RIGHT, CHIEF!
THANKS, MR. WHITE!
PARKER REMINDS ME A LITTLE OF CLARK KENT--QUIET AND SHY... AND YET SOMEHOW IT SEEMS AS THOUGH HE'S KEEPING SOMETHING PENT UP INSIDE!

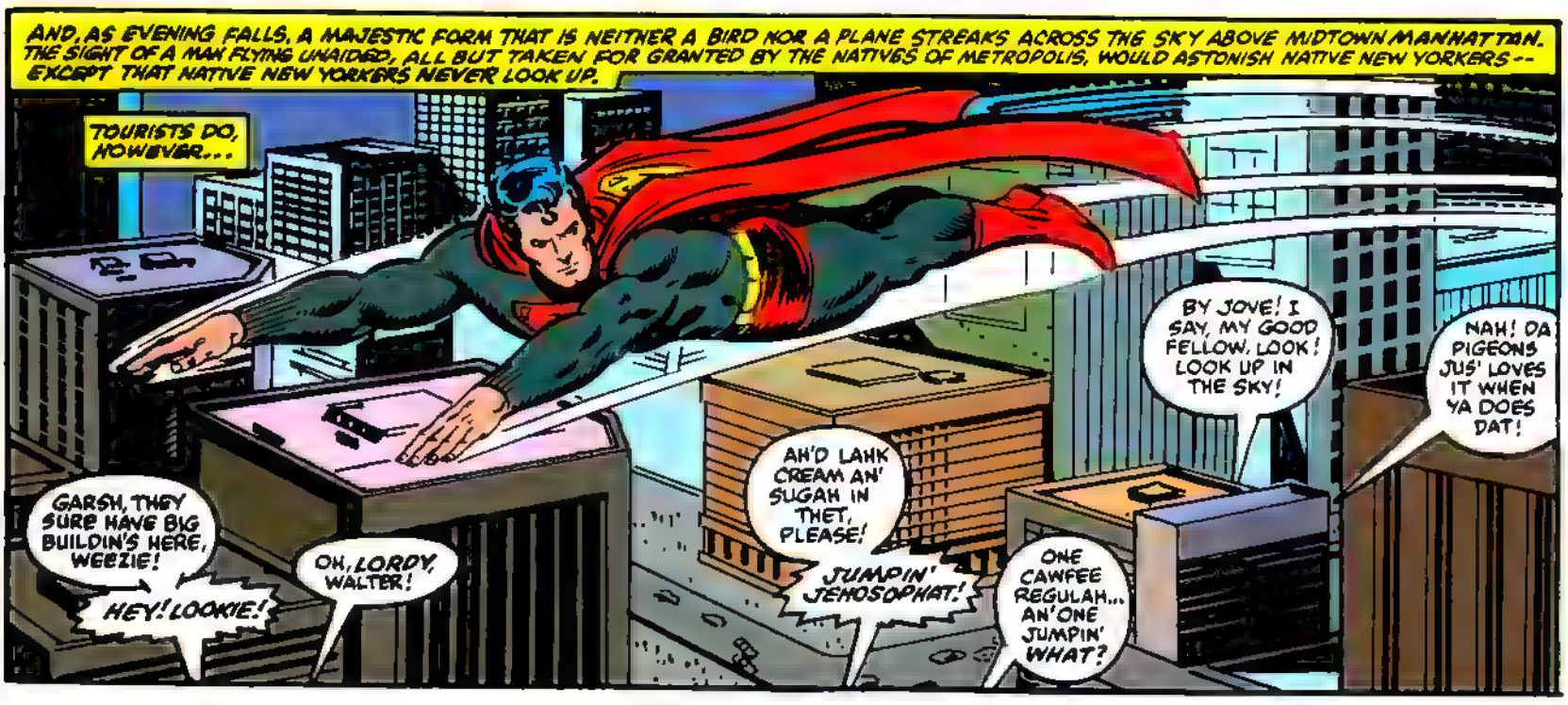

THERE'S LOTS MORE TO SEE, OF COURSE, BUT YOU GET THE DRIFT!
YOU'RE A HECK OF A SALESMAN, JIMMY! YOU'VE GOT ME HALF CONVINCED THAT I'M LIVING IN THE WRONG TOWN! IT SEEMS SO...NICE HERE!
SO MOVE HERE! YOU CAN TRANSFER YOUR CREDITS TO METRO STATE UNIVERSITY... AND WORK PART-TIME FOR US!
YOU'LL LIKE IT HERE! WE'RE ALL ONE, BIG, HAPPY FAMILY!
MAYBE I'LL TRY IT FOR A WHILE!

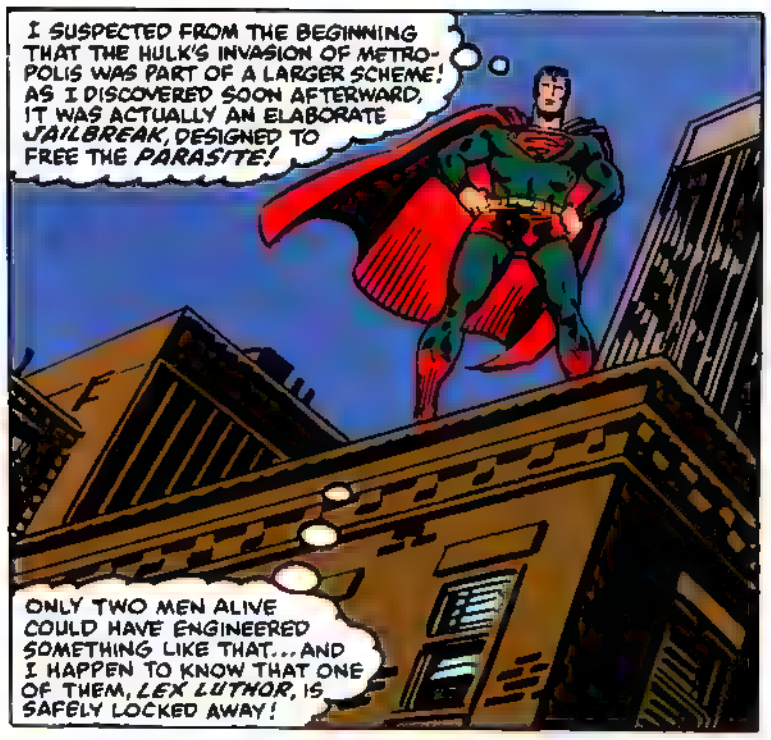
AT THAT MOMENT, IN THE OFFICE OF THE PATRIARCH OF THE GALAXYCOM FAMILY...
NO, BLAST IT! YOU CAN'T HAVE A LEAVE OF ABSENCE NOW!
KENT, THE PRIMARIES ARE COMING UP! WE NEED YOU!
I'M SORRY, MR. EDGE, BUT MY CONTRACT SPECIFICALLY SAYS THAT I CAN TAKE A LEAVE OF ABSENCE ANYTIME-- WITHOUT ADVANCE NOTICE!

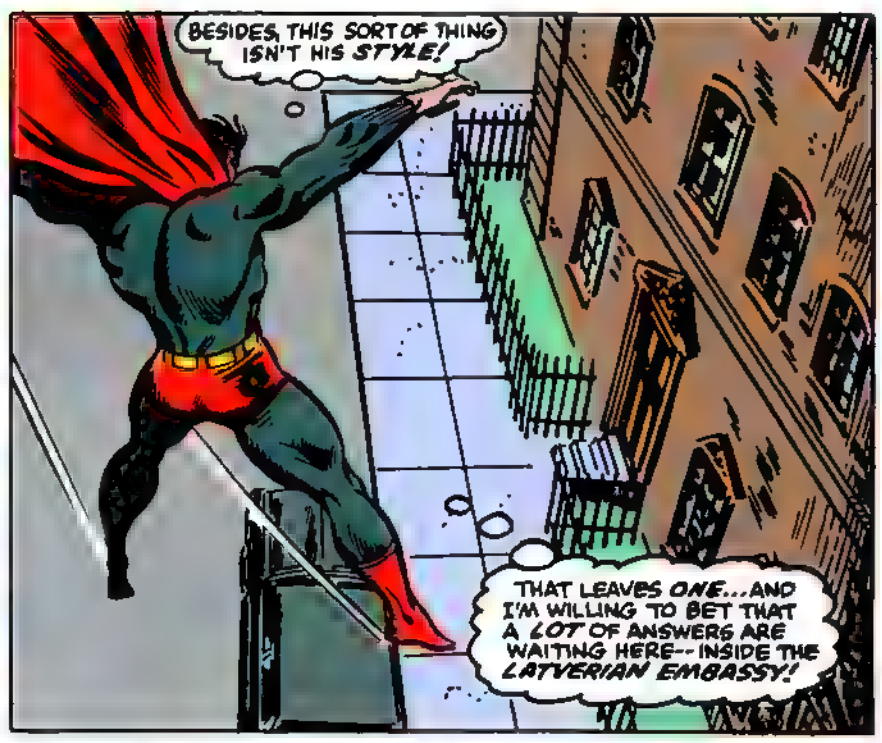
I HAVE SOMETHING PERSONAL TO TAKE CARE OF THAT--
KENT, CONTRACT OR NO, I CAN MAKE YOUR LIFE MISERABLE IF YOU DO THIS TO ME!
I'M WARNING YOU!
I'M SORRY, MR. EDGE!
GOODBYE!

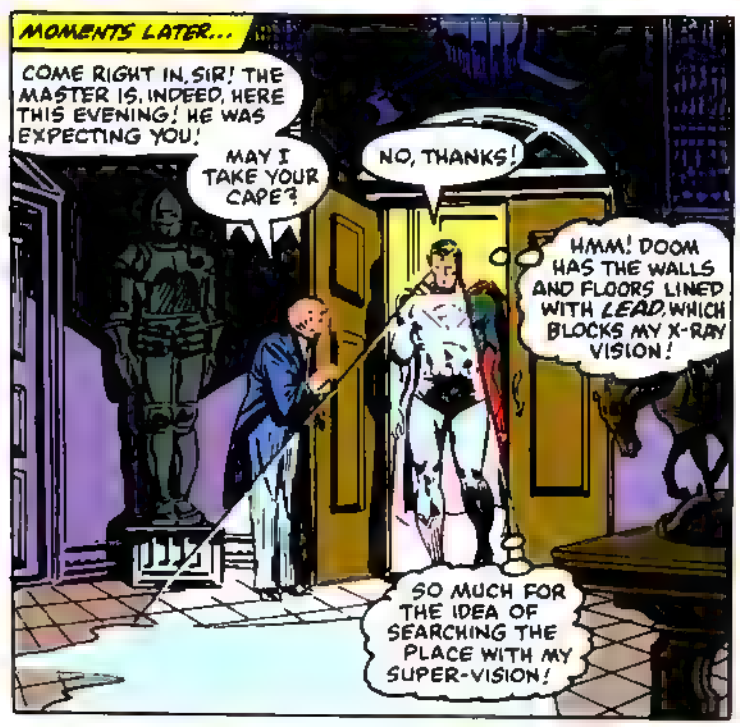
KENT! I'M NOT THROUGH WITH YOU YET! GET BACK IN HERE!

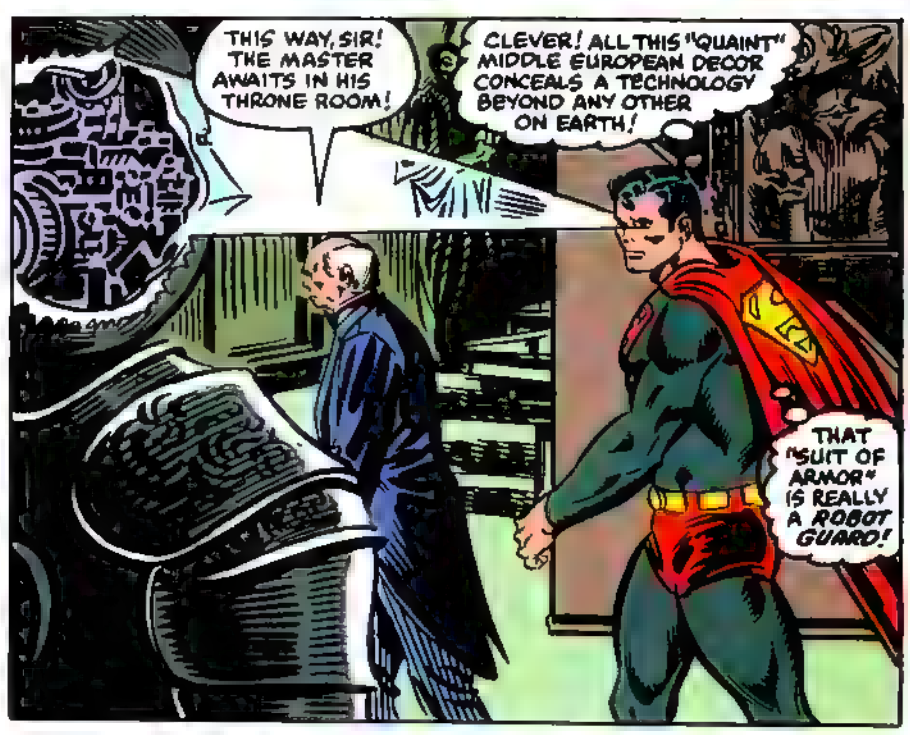

KENT?
THE HALL'S DESERTED! WHERE THE DEVIL COULD HE HAVE GONE THAT QUICKLY?
EDGE SHRUGS AND RETURNS TO HIS OFFICE, THE SIGNIFICANCE OF THE OPEN WINDOW AT THE END OF THE HALL ESCAPING HIM AS THOROUGHLY AS CLARK KENT HAS!

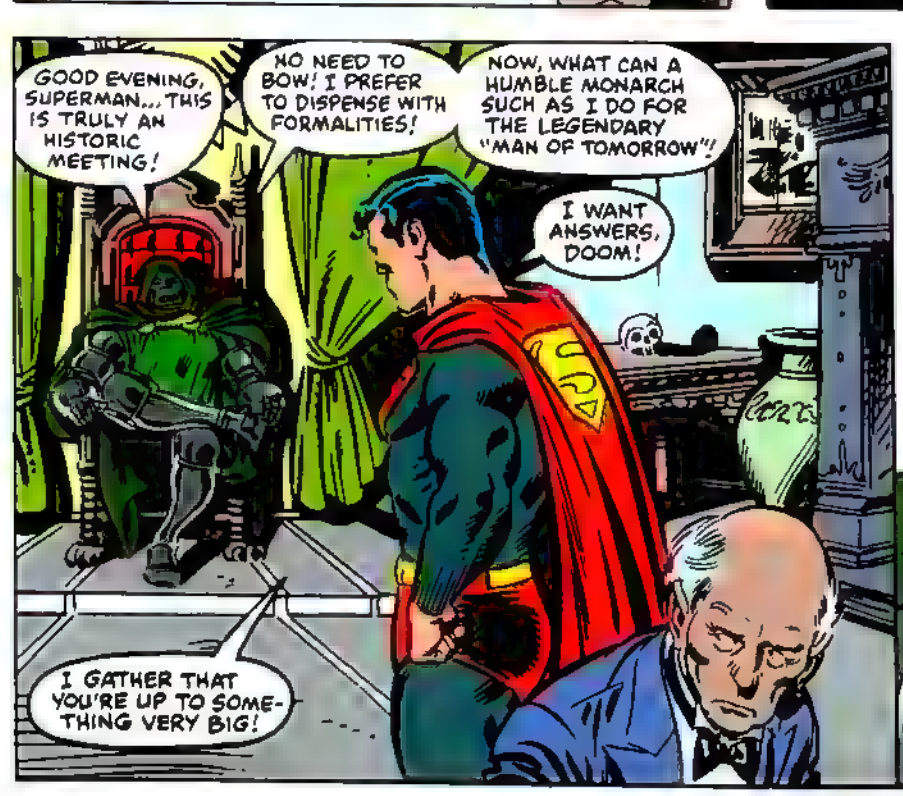

AND, AS EVENING FALLS, A MAJESTIC FORM THAT IS NEITHER A BIRD NOR A PLANE STREAKS ACROSS THE SKY ABOVE MIDTOWN MANHATTAN. THE SIGHT OF A MAN FLYING UNAIDED, ALL BUT TAKEN FOR GRANTED BY THE NATIVES OF METROPOLIS, WOULD ASTONISH NATIVE NEW YORKERS -- EXCEPT THAT NATIVE NEW YORKERS NEVER LOOK UP.
TOURISTS DO, HOWEVER...
GARSH, THEY SURE HAVE BIG BUILDIN'S HERE, WEEZIE!
HEY! LOOKIE!
OH, LORDY, WALTER!
AH'D LAHK CREAM AN' SUGAH IN THET, PLEASE!
JUMPIN' JEHOSOPHAT!
BY JOVE! I SAY, MY GOOD FELLOW, LOOK! LOOK UP IN THE SKY!
ONE CAWFEE REGULAH... AN' ONE JUMPIN' WHAT?
NAH! DA PIGEONS JUS' LOVES IT WHEN YA DOES DAT!


I SUSPECTED FROM THE BEGINNING THAT THE HULK'S INVASION OF METROPOLIS WAS PART OF A LARGER SCHEME! AS I DISCOVERED SOON AFTERWARD, IT WAS ACTUALLY AN ELABORATE JAILBREAK, DESIGNED TO FREE THE PARASITE!
ONLY TWO MEN ALIVE COULD HAVE ENGINEERED SOMETHING LIKE THAT... AND I HAPPEN TO KNOW THAT ONE OF THEM, LEX LUTHOR, IS SAFELY LOCKED AWAY!


BESIDES, THIS SORT OF THING ISN'T HIS STYLE!
THAT LEAVES ONE... AND I'M WILLING TO BET THAT A LOT OF ANSWERS ARE WAITING HERE-- INSIDE THE LATVERIAN EMBASSY!

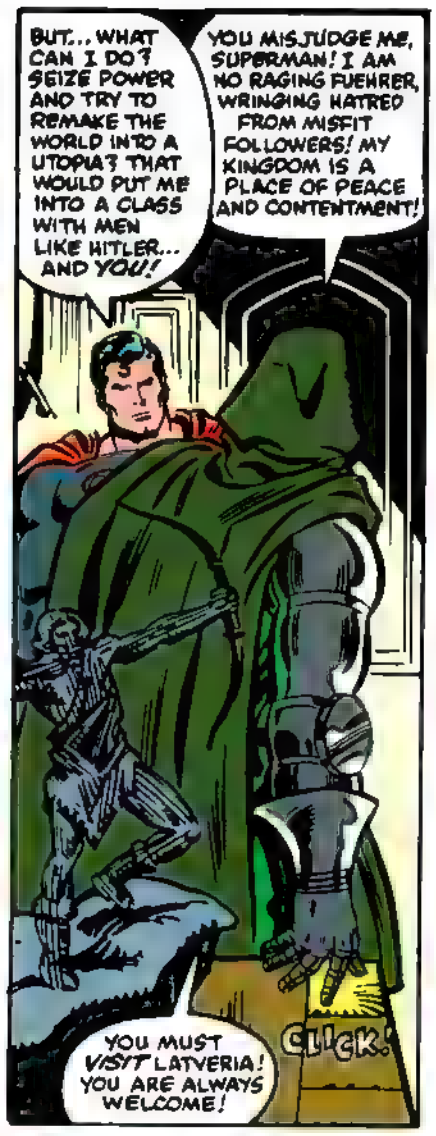

MOMENTS LATER...
COME RIGHT IN, SIR! THE MASTER IS, INDEED, HERE THIS EVENING! HE WAS EXPECTING YOU!
MAY I TAKE YOUR CAPE?
NO, THANKS!
HMM! DOOM HAS THE WALLS AND FLOORS LINED WITH LEAD, WHICH BLOCKS MY X-RAY VISION!
SO MUCH FOR THE IDEA OF SEARCHING THE PLACE WITH MY SUPER-VISION!

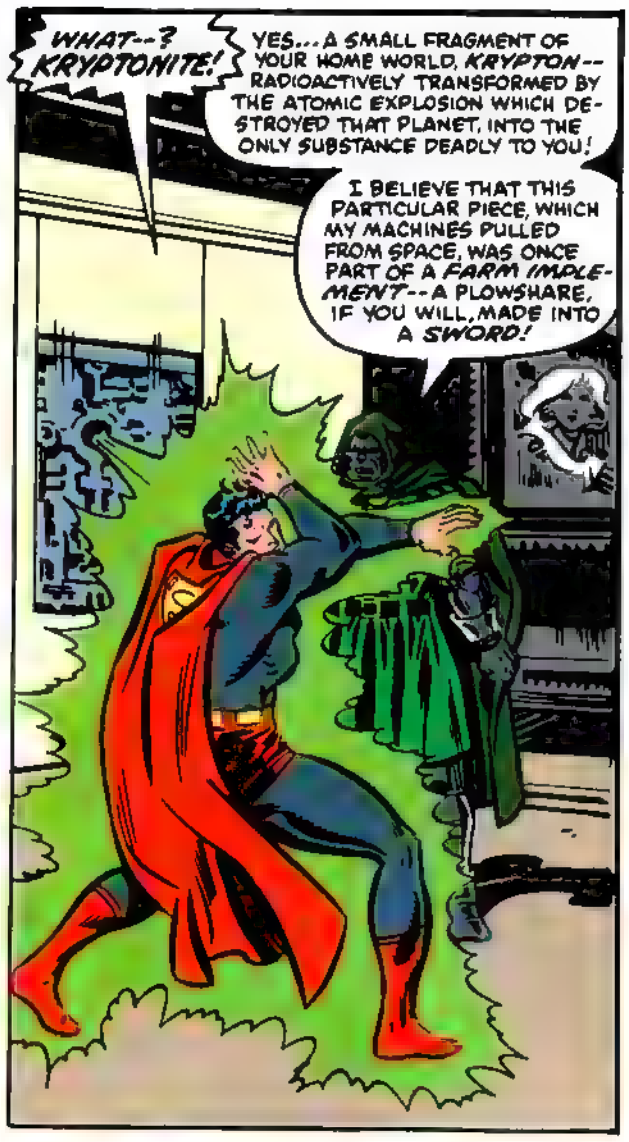

THIS WAY, SIR! THE MASTER AWAITS IN HIS THRONE ROOM!
CLEVER! ALL THIS "QUAINT" MIDDLE EUROPEAN DECOR CONCEALS A TECHNOLOGY BEYOND ANY OTHER ON EARTH!
THAT "SUIT OF ARMOR" IS REALLY A ROBOT GUARD!

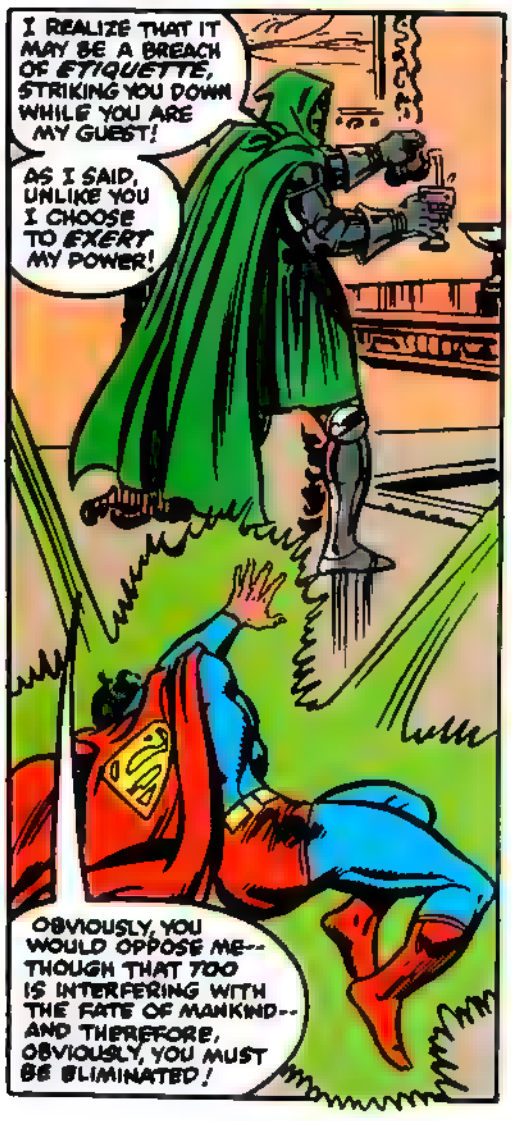

GOOD EVENING, SUPERMAN... THIS IS TRULY AN HISTORIC MEETING!
NO NEED TO BOW! I PREFER TO DISPENSE WITH FORMALITIES!
NOW, WHAT CAN A HUMBLE MONARCH SUCH AS I DO FOR THE LEGENDARY "MAN OF TOMORROW"?
I WANT ANSWERS, DOOM!
I GATHER THAT YOU'RE UP TO SOMETHING VERY BIG!

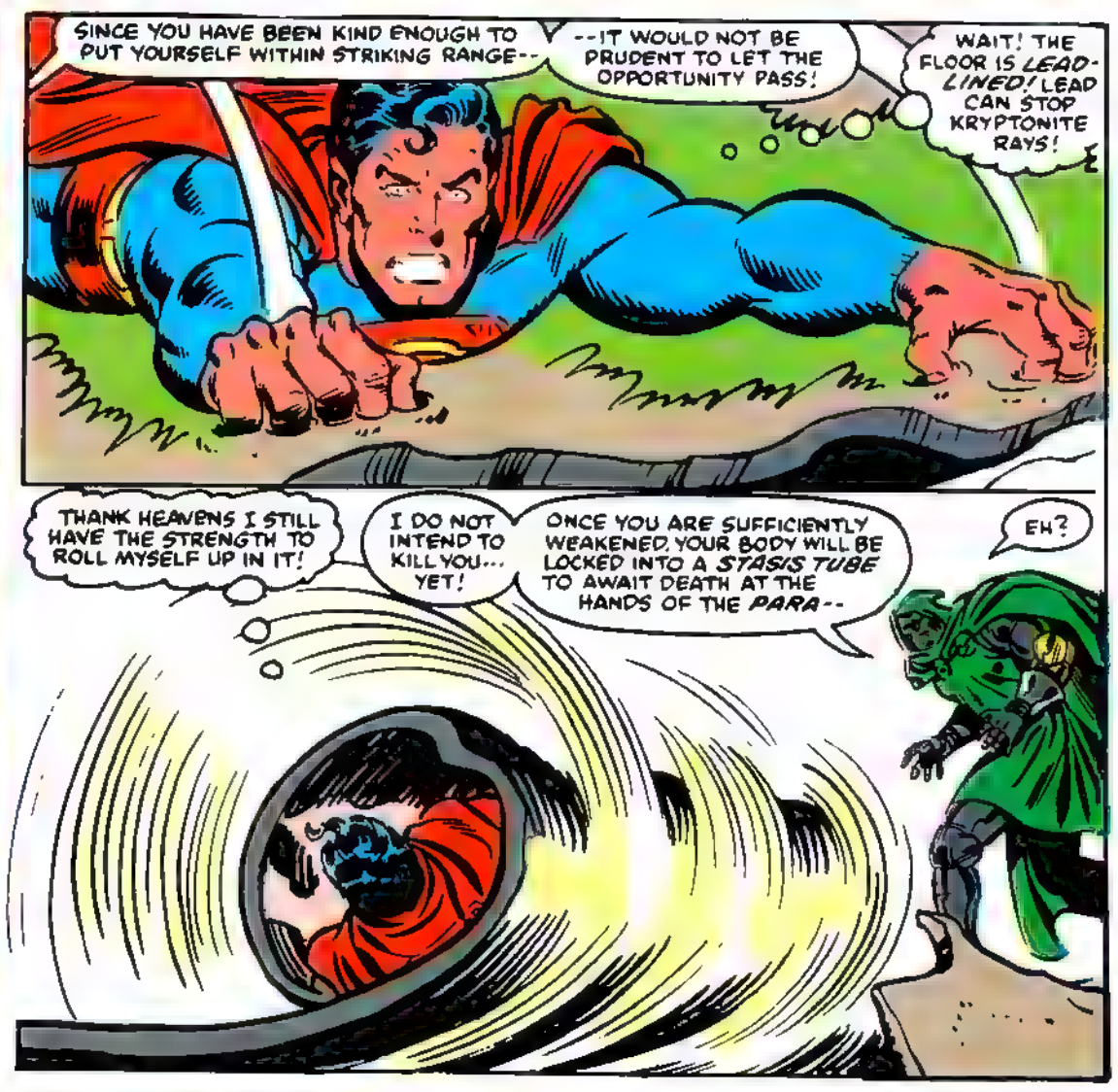
WHY, OF COURSE I AM! I AM "UP TO" GAINING ABSOLUTE DOMINION OVER THIS ENTIRE PLANET!
CAN IT BE THAT THIS IS A SURPRISE TO YOU? I AM DISAPPOINTED! I HAD HEARD THAT YOU WERE RATHER MORE ASTUTE!
AH, BUT FORGIVE MY UNSEEMLY DISCOURTESY! AN ARTIST IN THE MIDST OF FASHIONING A WORK OF SUBLIME BEAUTY MAY BE INDULGED IN A BIT OF TEMPERAMENT, NO?
SURELY YOU UNDERSTAND... FOR PHILOSOPHICALLY WE ARE MUCH ALIKE!

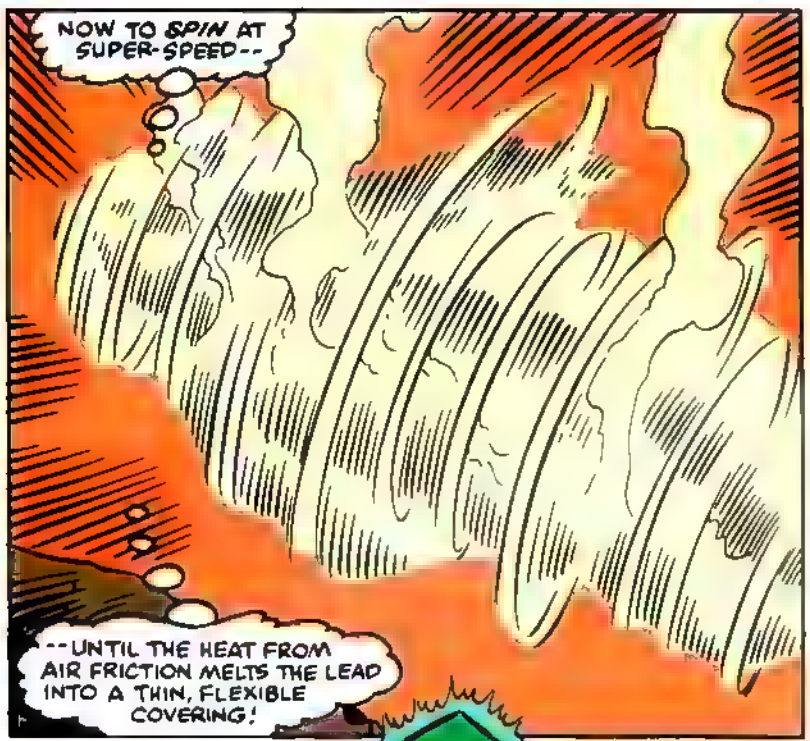
YOU AND I ARE THE MIGHTIEST BEINGS ON THIS PLANET! I CHOOSE TO EXERT MY POWER TO IMPOSE MY WILL UPON THE WORLD-- YOU CHOOSE NOT TO!
AND YET, EVEN THAT CHOICE DOES, INDEED, AFFECT THE LIVES OF EVERY MAN, WOMAN AND CHILD ON EARTH--CONDEMNING THEM, IN FACT, TO POVERTY, DISEASE, FAMINE... AND TO THE HIDEOUS SUFFERING THEY INFLICT UPON ONE ANOTHER!
YOU CANNOT ESCAPE IT, SUPERMAN! YOU DICTATE THE FATE OF MANKIND... ONE WAY OR THE OTHER!
I KNOW!

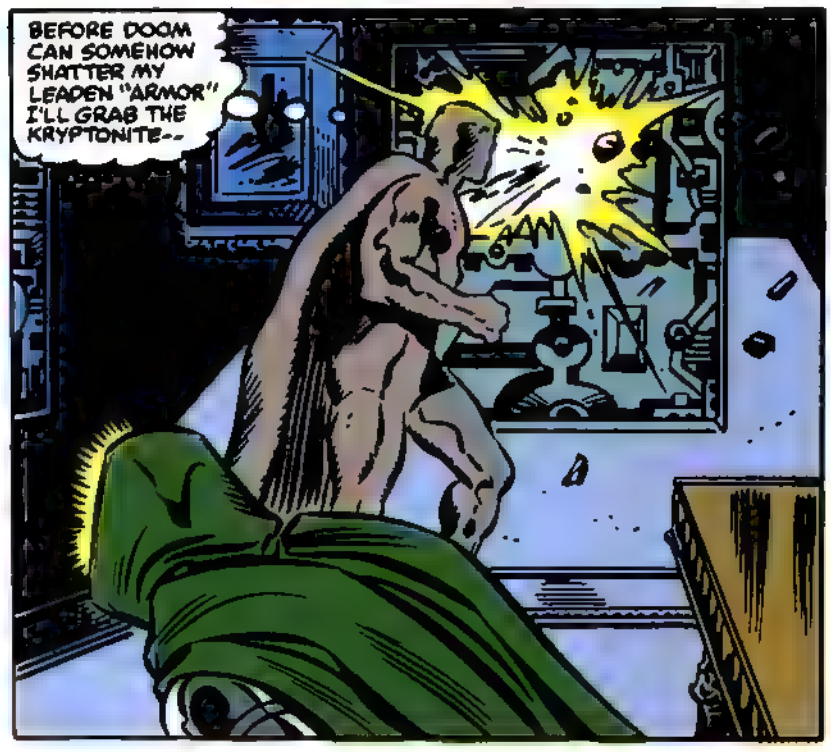

BUT... WHAT CAN I DO? SEIZE POWER AND TRY TO REMAKE THE WORLD INTO A UTOPIA? THAT WOULD PUT ME INTO A CLASS WITH MEN LIKE HITLER... AND YOU!
YOU MISJUDGE ME, SUPERMAN! I AM NO RAGING FUEHRER, WRINGING HATRED FROM MISFIT FOLLOWERS! MY KINGDOM IS A PLACE OF PEACE AND CONTENTMENT!
YOU MUST VISIT LATVERIA! YOU ARE ALWAYS WELCOME!
CLICK!


WHAT--? KRYPTONITE!
YES... A SMALL FRAGMENT OF YOUR HOME WORLD, KRYPTON-- RADIOACTIVELY TRANSFORMED BY THE ATOMIC EXPLOSION WHICH DESTROYED THAT PLANET, INTO THE ONLY SUBSTANCE DEADLY TO YOU!
I BELIEVE THAT THIS PARTICULAR PIECE, WHICH MY MACHINES PULLED FROM SPACE, WAS ONCE PART OF A FARM IMPLEMENT--A PLOWSHARE, IF YOU WILL, MADE INTO A SWORD!

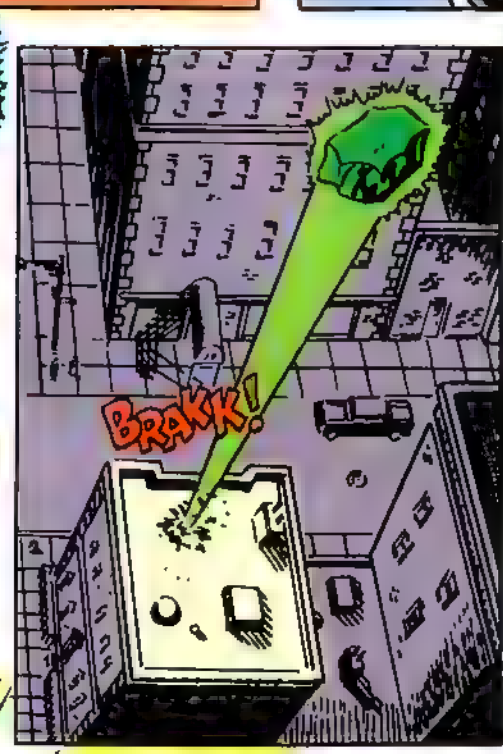

I REALIZE THAT IT MAY BE A BREACH OF ETIQUETTE, STRIKING YOU DOWN WHILE YOU ARE MY GUEST!
AS I SAID, UNLIKE YOU I CHOOSE TO EXERT MY POWER!
OBVIOUSLY, YOU WOULD OPPOSE ME-- THOUGH THAT TOO IS INTERFERING WITH THE FATE OF MANKIND-- AND THEREFORE, OBVIOUSLY, YOU MUST BE ELIMINATED!


SINCE YOU HAVE BEEN KIND ENOUGH TO PUT YOURSELF WITHIN STRIKING RANGE--
--IT WOULD NOT BE PRUDENT TO LET THE OPPORTUNITY PASS!
WAIT! THE FLOOR IS LEAD-LINED! LEAD CAN STOP KRYPTONITE RAYS!
THANK HEAVENS I STILL HAVE THE STRENGTH TO ROLL MYSELF UP IN IT!
I DO NOT INTEND TO KILL YOU... YET!
ONCE YOU ARE SUFFICIENTLY WEAKENED, YOUR BODY WILL BE LOCKED INTO A STASIS TUBE TO AWAIT DEATH AT THE HANDS OF THE PARA--
EH?


NOW TO SPIN AT SUPER-SPEED--
--UNTIL THE HEAT FROM AIR FRICTION MELTS THE LEAD INTO A THIN, FLEXIBLE COVERING!


BEFORE DOOM CAN SOMEHOW SHATTER MY LEADEN "ARMOR" I'LL GRAB THE KRYPTONITE--

--AND TOSS IT AWAY!
JUST TO BE SURE I'M RID OF IT PERMANENTLY, I'LL THROW IT OUT OF THIS WORLD--

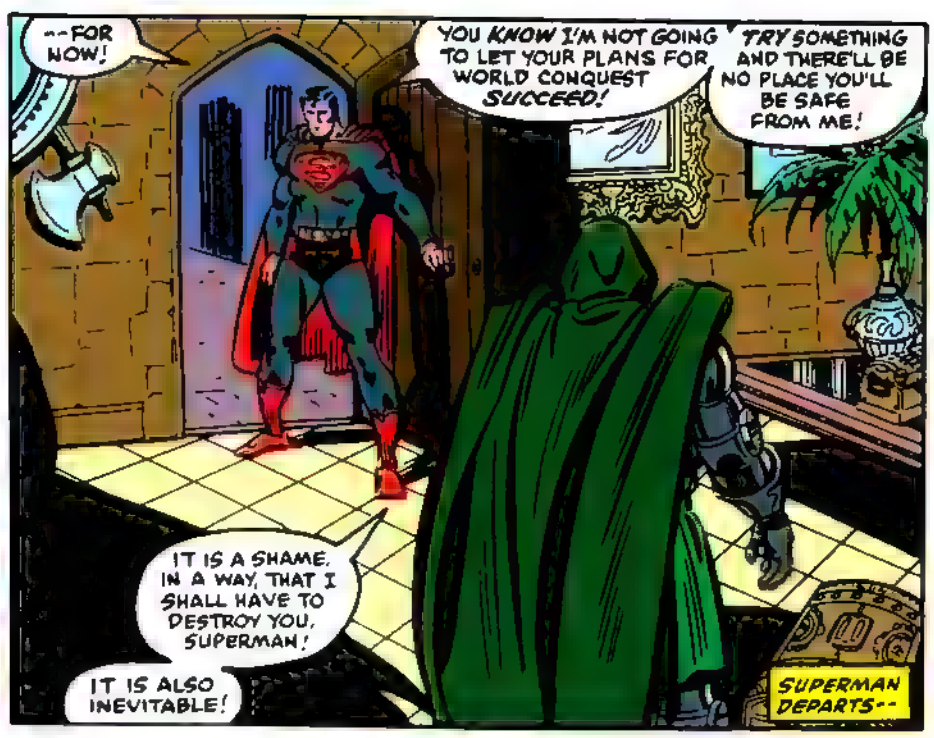

BRAKK!

"--AND INTO THE HEART OF THE SUN!"

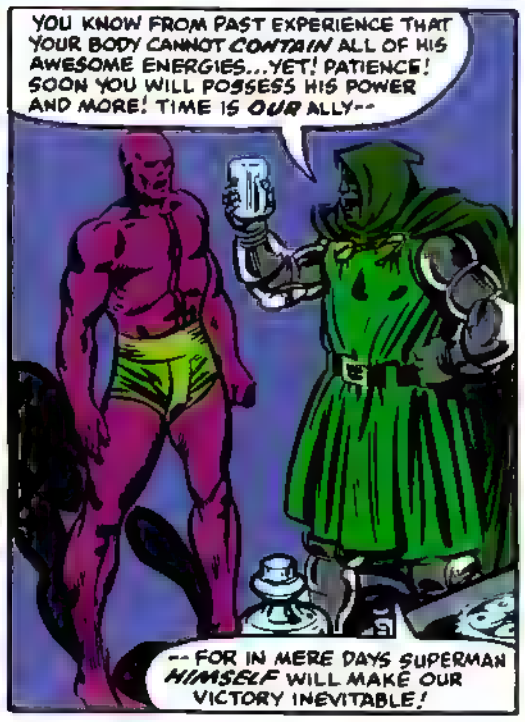
THAT TAKES CARE OF THAT!
AND NOW, DOOM--

--WHAT'S TO KEEP ME FROM PEELING AWAY THAT TIN SUIT AND--
BAH! I AM STANDING ON LATVERIAN SOIL! HERE, I AM THE LAW, ALIEN! ARE YOU NOT SWORN TO UPHOLD THE LAWS OF MEN?

PITIFUL FOOL! YOUR VAUNTED STRENGTH HOLDS NO TERROR FOR ME! YOUR HANDS ARE SHACKLED BY YOUR OWN NAIVE MORALITY!
BAH! I WEARY OF THIS COLLOQUY! THE AUDIENCE IS ENDED! BEGONE!
ALL RIGHT, DOOM! I'LL GO--

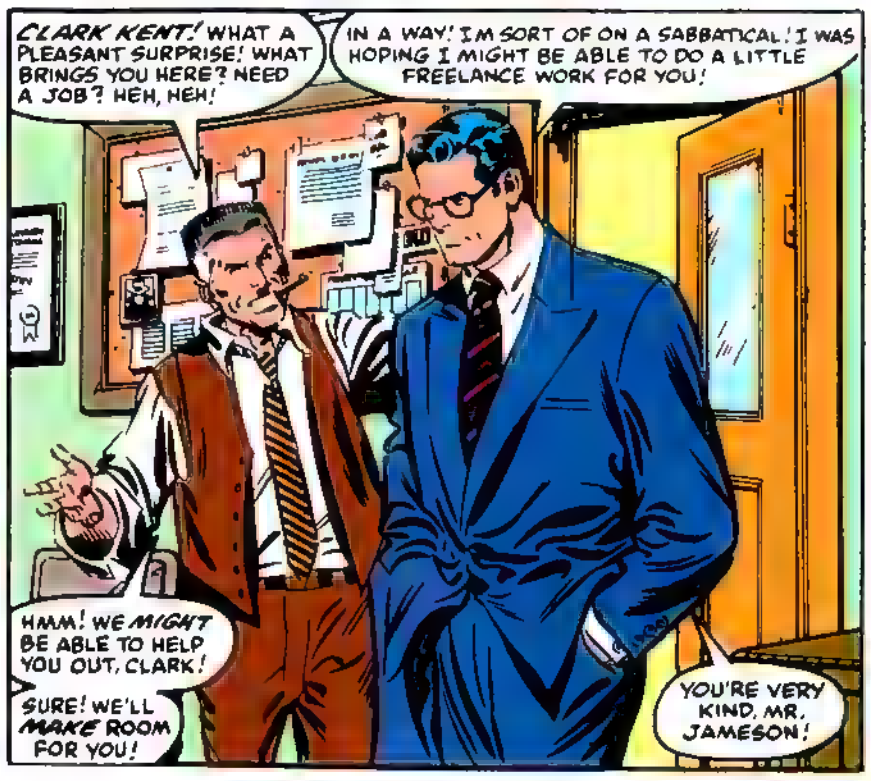

--FOR NOW!
YOU KNOW I'M NOT GOING TO LET YOUR PLANS FOR WORLD CONQUEST SUCCEED!
TRY SOMETHING AND THERE'LL BE NO PLACE YOU'LL BE SAFE FROM ME!
IT IS A SHAME, IN A WAY, THAT I SHALL HAVE TO DESTROY YOU, SUPERMAN!
IT IS ALSO INEVITABLE!
SUPERMAN DEPARTS--

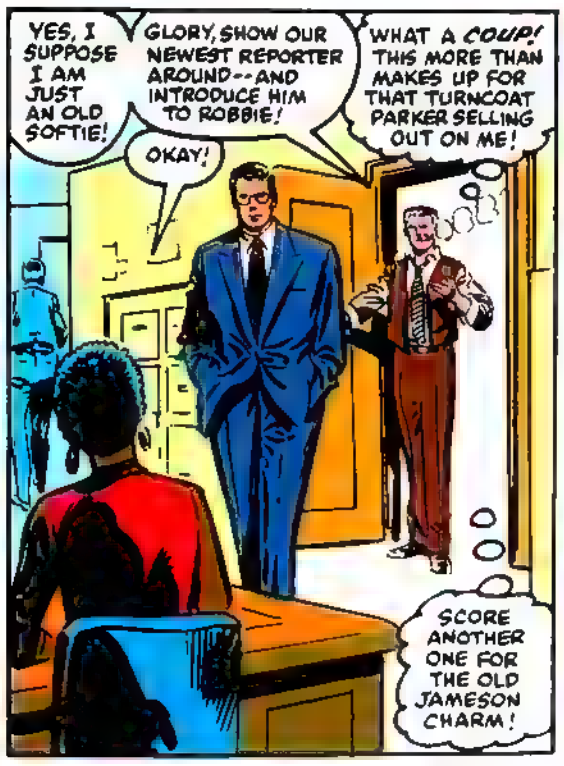
--AND...
YOUR PLOY FAILED, DOOM! BAH! YOU SHOULD HAVE LET ME AT HIM! I HUNGER TO HAVE HIS POWER COURSING THROUGH ME!
IN TRUTH, I DID NOT EXPECT SUPERMAN TO FALL SO EASILY!
AND IF I HAD "LET YOU AT HIM," DOUBTLESS HE WOULD HAVE DEFEATED YOU AS HE HAS BEFORE!


YOU KNOW FROM PAST EXPERIENCE THAT YOUR BODY CANNOT CONTAIN ALL OF HIS AWESOME ENERGIES...YET! PATIENCE! SOON YOU WILL POSSESS HIS POWER AND MORE! TIME IS OUR ALLY--
--FOR IN MERE DAYS SUPERMAN HIMSELF WILL MAKE OUR VICTORY INEVITABLE!

THE NEXT MORNING, IN THE OFFICES OF THE DAILY BUGLE...
I'M SORRY, MR JAMESON IS IN CONFERENCE, MR. UH...
KENT!
RIGHT! WELL I'LL LET HIM KNOW YOU'RE HERE!

EXCUSE ME, MR. JAMBSON...
--AND IF THAT MISERABLE TRAITOR PARKER EVER SHOWS HIS FACE HERE AGAIN--
SHUT THAT D--
EH? HIM? HERE?

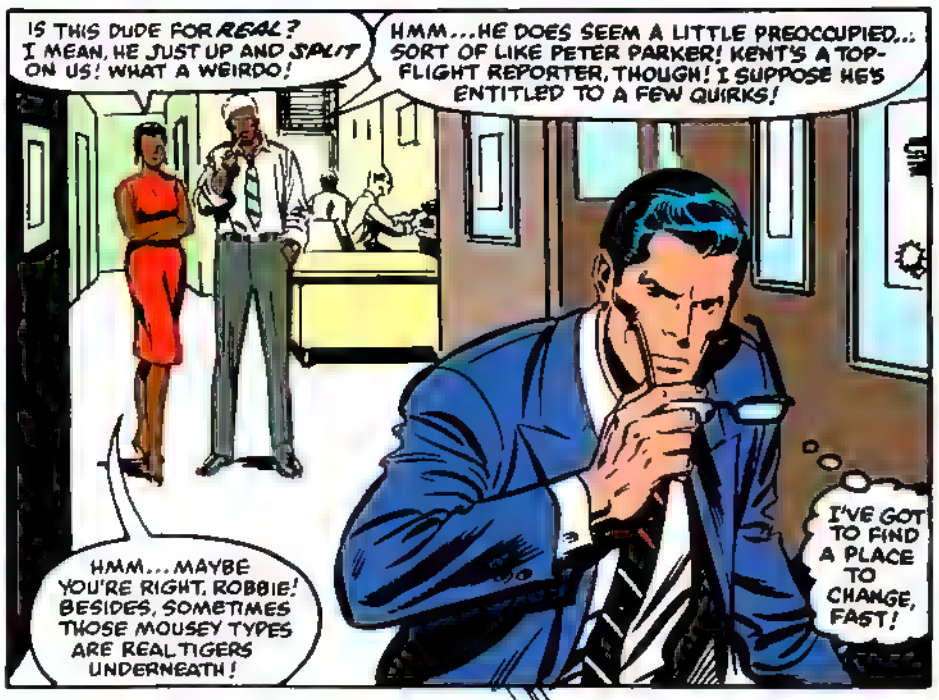

CLARK KENT! WHAT A PLEASANT SURPRISE! WHAT BRINGS YOU HERE? NEED A JOB? HEH, HEH!
IN A WAY! I'M SORT OF ON A SABBATICAL! I WAS HOPING I MIGHT BE ABLE TO DO A LITTLE FREELANCE WORK FOR YOU!
HMM! WE MIGHT BE ABLE TO HELP YOU OUT, CLARK!
SURE! WE'LL MAKE ROOM FOR YOU!
YOU'RE VERY KIND, MR. JAMESON!

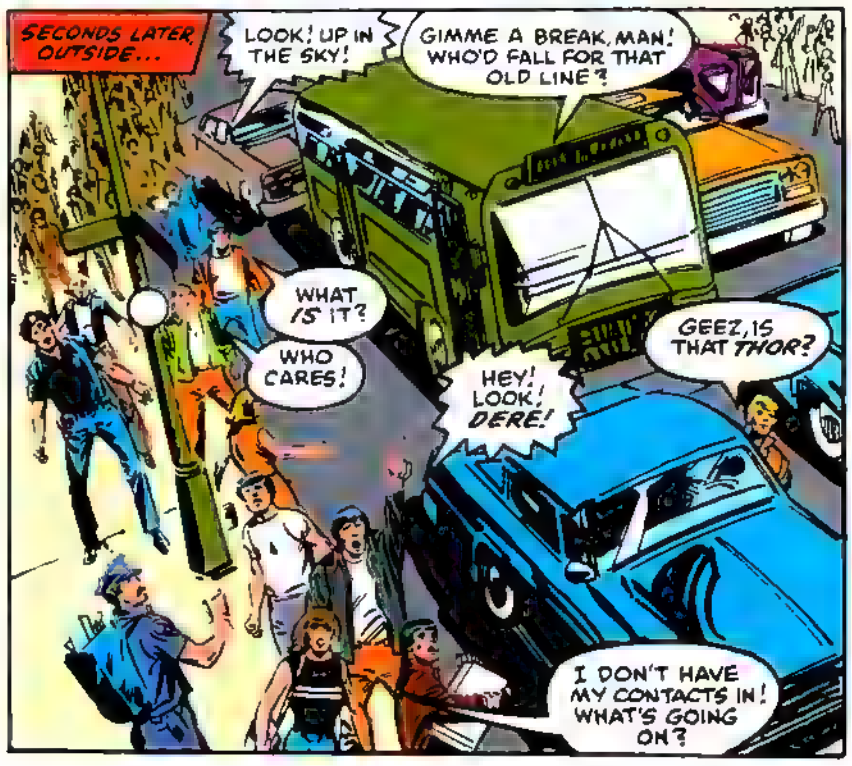

YES, I SUPPOSE I AM JUST AN OLD SOFTIE!
GLORY, SHOW OUR NEWEST REPORTER AROUND--AND INTRODUCE HIM TO ROBBIE!
OKAY!
WHAT A COUP! THIS MORE THAN MAKES UP FOR THAT TURNCOAT PARKER SELLING OUT ON ME!
SCORE ANOTHER ONE FOR THE OLD JAMESON CHARM!

SOON...
NICE TO MEET YOU, CLARK!
THE PLEASURE IS ALL MINE, MR. ROBERTSON! I HEAR THAT YOU'RE THE BEST CITY EDITOR IN THE COUNTRY!
CALL ME ROBBIE! WHAT BRINGS YOU HERE?

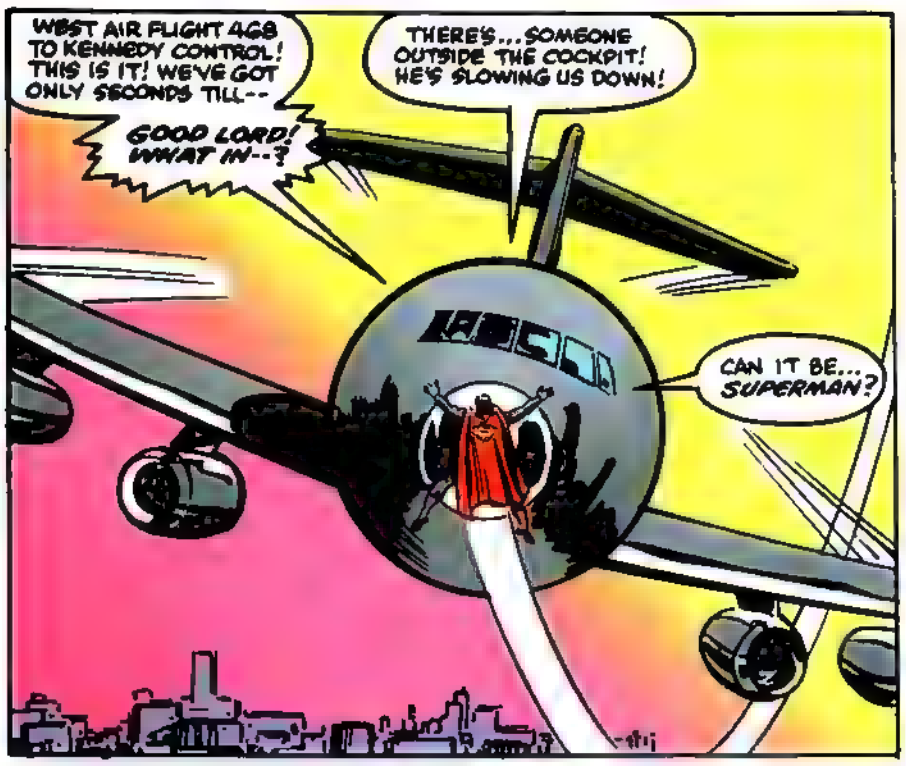
I CAN'T TELL HIM THE REAL REASON I'M HERE--THAT DOOM AND THE PARASITE MAY DECIDE TO STRIKE AT SUPERMAN THROUGH THE PEOPLE KNOWN TO BE CLOSE TO HIM...LIKE CLARK KENT!
BY KEEPING A HIGH PROFILE AS CLARK, HERE IN NEW YORK, RIGHT UNDER THEIR NOSES, MAYBE I CAN "DRAW FIRE" AWAY FROM JIMMY, LOIS AND THE OTHERS.
LET'S JUST SAY I NEEDED A CHANGE OF SCENERY!

SUDDENLY...
EXCUSE ME, ROBBIE--I HATE TO RUSH OFF, BUT I JUST REMEMBERED--AH, AN IMPORTANT PHONE CALL I'VE GOT TO MAKE!
UH-OH! THAT SOUND--! I'VE GOT TO GET OUT OF HERE!
I...SEE! WELL, WE'RE GLAD TO HAVE YOU ABOARD CLARK!

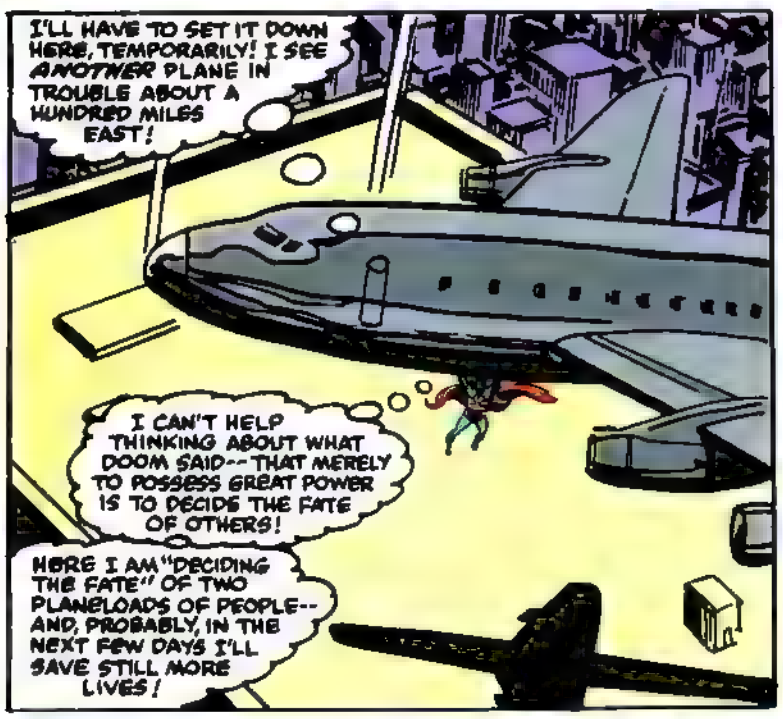

IS THIS DUDE FOR REAL? I MEAN, HE JUST UP AND SPLIT ON US! WHAT A WEIRDO!
HMM...HE DOES SEEM A LITTLE PREOCCUPIED... SORT OF LIKE PETER PARKER! KENT'S A TOP-FLIGHT REPORTER, THOUGH! I SUPPOSE HE'S ENTITLED TO A FEW QUIRKS!
HMM...MAYBE YOU'RE RIGHT, ROBBIE! BESIDES, SOMETIMES THOSE MOUSEY TYPES ARE REAL TIGERS UNDERNEATH!
I'VE GOT TO FIND A PLACE TO CHANGE, FAST!

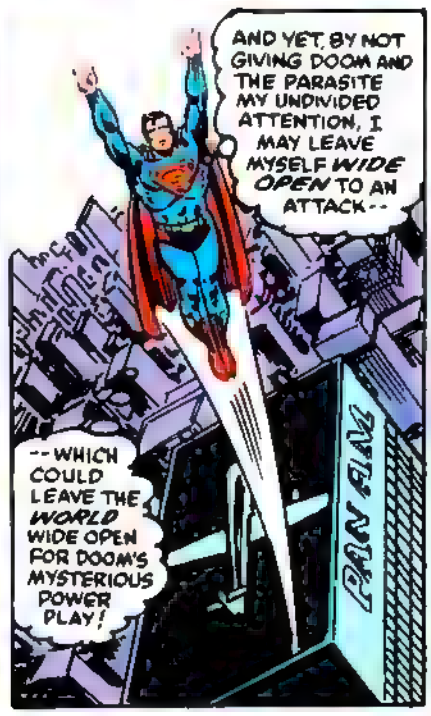

SECONDS LATER, OUTSIDE...
LOOK! UP IN THE SKY!
GIMME A BREAK, MAN! WHO'D FALL FOR THAT OLD LINE?
WHAT IS IT?
WHO CARES!
HEY! LOOK! DERE!
GEEZ, IS THAT THOR?
I DON'T HAVE MY CONTACTS IN! WHAT'S GOING ON?

"A JUMBO JET'S FALLIN' IN MIDTOWN, LADY...
"I--I AIN'T GONNA TELL YA WHAT ELSE I SEE... 'CAUSE I JUST DON'T BELIEVE IT!"


WEST AIR FLIGHT 468 TO KENNEDY CONTROL! THIS IS IT! WE'VE GOT ONLY SECONDS TILL--
THERE'S...SOMEONE OUTSIDE THE COCKPIT! HE'S SLOWING US DOWN!
GOOD LORD! WHAT IN--?
CAN IT BE...SUPERMAN?

KENNEDY CONTROL, THIS IS WEST AIR FLIGHT 468! OUR SITUATION IS UNDER CONTROL! WE'RE ABOUT TO LAND!
WHERE? UH...ON THE ROOF OF THE PAN AM BUILDING!
NO, I AM QUITE SOBER...


I'LL HAVE TO SET IT DOWN HERE, TEMPORARILY! I SEE ANOTHER PLANE IN TROUBLE ABOUT A HUNDRED MILES EAST!
I CAN'T HELP THINKING ABOUT WHAT DOOM SAID--THAT MERELY TO POSSESS GREAT POWER IS TO DECIDE THE FATE OF OTHERS!
HERE I AM "DECIDING THE FATE" OF TWO PLANELOADS OF PEOPLE--AND, PROBABLY, IN THE NEXT FEW DAYS I'LL SAVE STILL MORE LIVES!


AND YET, BY NOT GIVING DOOM AND THE PARASITE MY UNDIVIDED ATTENTION, I MAY LEAVE MYSELF WIDE OPEN TO AN ATTACK--
--WHICH COULD LEAVE THE WORLD WIDE OPEN FOR DOOM'S MYSTERIOUS POWER PLAY!
PAN AM

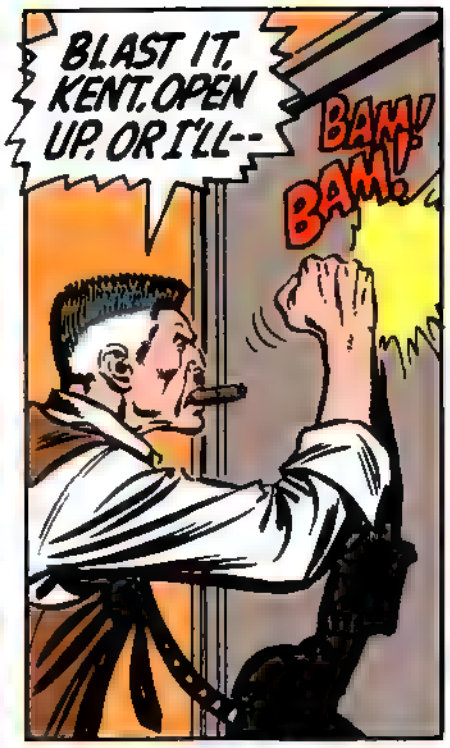
A DILEMMA...FOR PHILOSOPHERS, MAYBE! TO ME THE ANSWER IS CLEAR!
I'LL SIMPLY DO THE BEST I CAN! I'LL ANSWER EVERY CALL FOR HELP THAT I'M ABLE TO, I'LL WORK ON STOPPING DOOM IN BETWEEN--
--AND I'LL FIT MY LIFE AS CLARK KENT IN AROUND THE EDGES!

IN THE DAYS THAT FOLLOW, THOUGH SUPERMAN TRIES VALIANTLY TO FIT SOME OF CLARK KENT'S LIFE IN AROUND THE EDGES, CERTAIN PROBLEMS DEVELOP--
--MOST OF THEM NAMED J. JONAH JAMESON.
OPEN UP, KENT! THIS IS JAMESON!
I KNOW HE'S IN THERE--

"--UNLESS HE JUMPED OUT THE DAD-BLAMED WINDOW!"
HOLY--! NEL! THE BULLETS BOUNCE RIGHT OFF HIM!
I--I THINK WE'RE IN TROUBLE, DANNY!
BLAM
BLAM
BLAM

KENT! STOP PLAYING GAMES!
OPEN THIS DOOR!

EEYAH!
HERE YOU GO, OFFICER!
HUH?!


BLAST IT, KENT, OPEN UP, OR I'LL--
BAM! BAM!

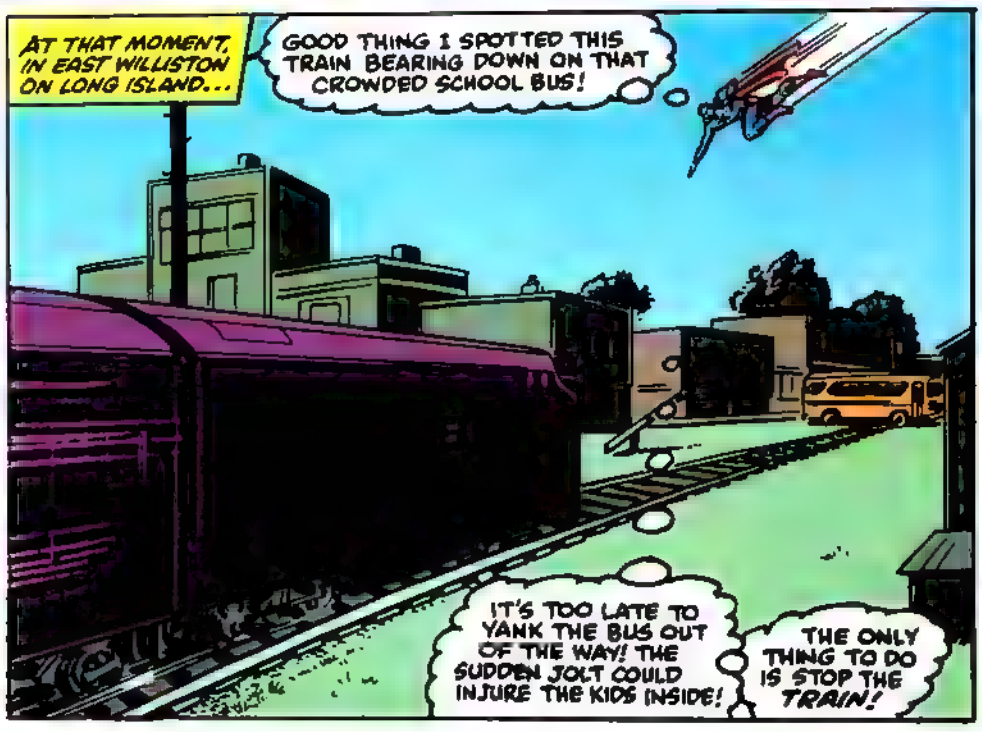
ER... YES?
YES?! YES?!!
I'VE BEEN KNOCKING FOR FIVE MINUTES!
YES, SIR, I KNOW! I WAS, EH ...ON A CALL!

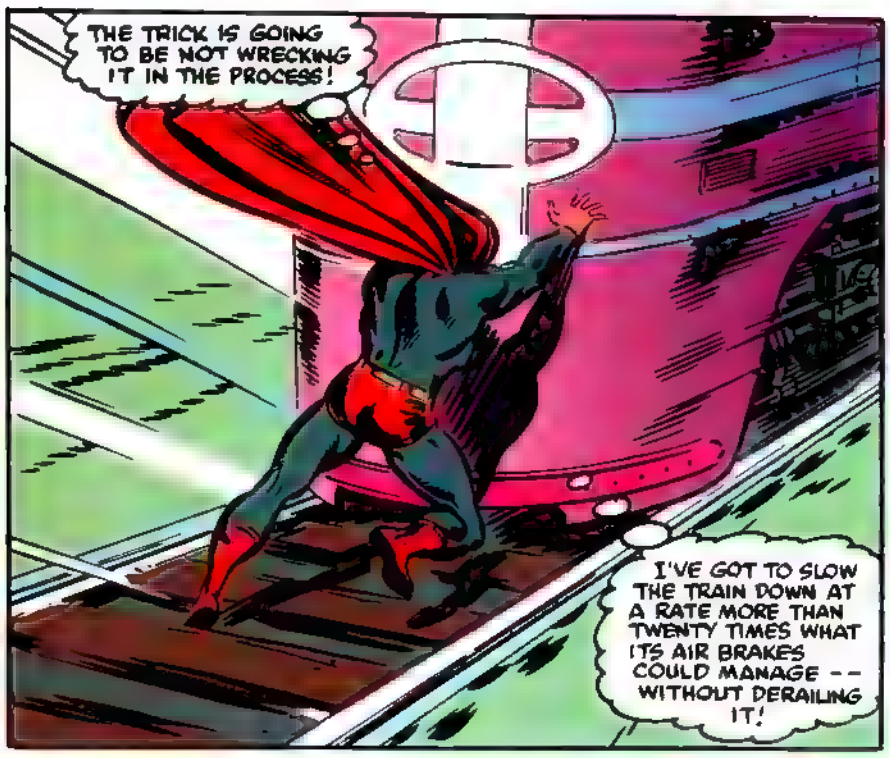
IT WAS A TIP! APPARENTLY SUPERMAN JUST NABBED THE CRESPI GANG IN THE MIDDLE OF A ROBBERY AT THE MAIN BRANCH OF THE IRVING TRUST! SOUNDS LIKE QUITE A STORY!
YOU MIGHT WANT TO SEND A PHOTOGRAPHER DOWN THERE...AND HOLD THE PRESSES!
UH... SURE! OF COURSE!
UH.. DID YOU WANT ME FOR SOMETHING, SIR?
HM? OH! UH... FORGET IT!

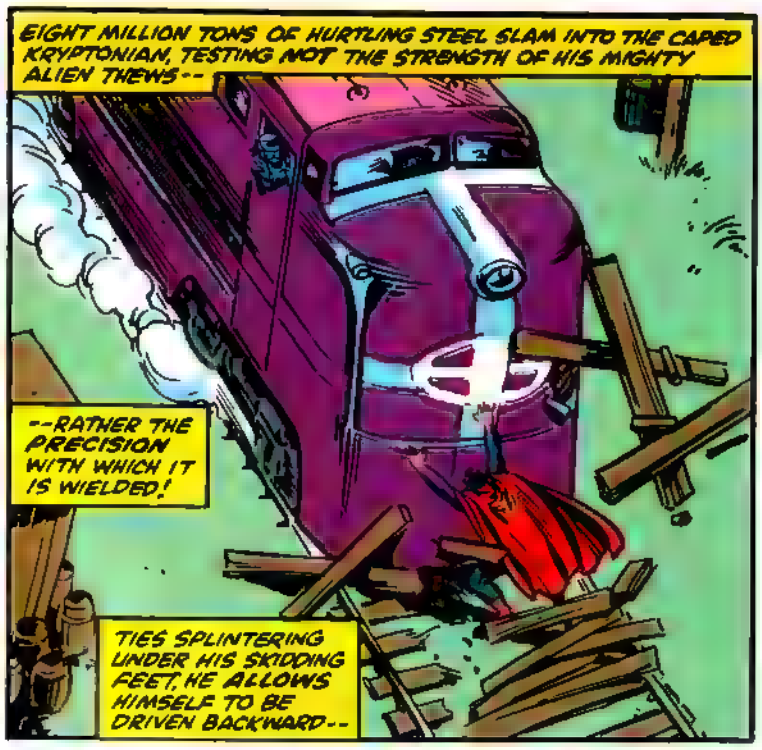
HEY, CLARK, THAT WAS FABULOUS THE WAY YOU COOLED OLD JJJ!
WHY, THANK YOU, GLORY ...I THINK!
UH-- EXCUSE ME! I HAVE SOMETHING RATHER PRESSING TO TAKE CARE OF!

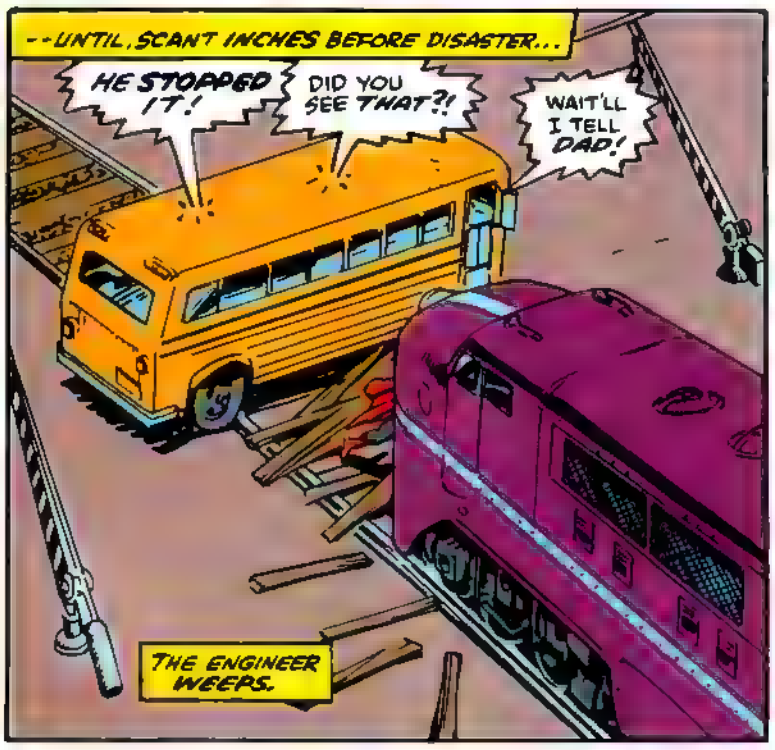
MAYBE THERE'S MORE TO THAT MAN THAN MEETS THE EYE!
GET HIM OUT OF THAT STODGY SUIT, GLORY, BABY, AND INTO SOME THREADS MADE IN THIS CENTURY AND HE COULD BE DOWNRIGHT INTERESTING!
MAYBE I'LL JUST ASK MR. SHYGUY OUT TO LUNCH!

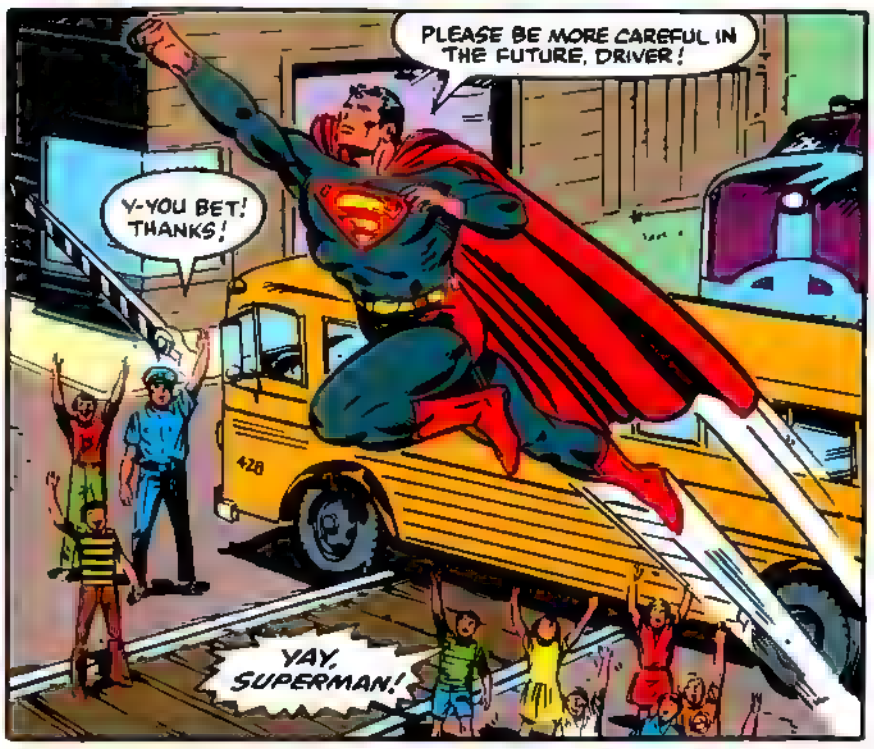
CLARK? WHY DON'T WE GO TO LUNCH AND--
CLARK?
WHERE'D HE GO? OUT THE WINDOW?
HMMPH! MAYBE HE'S AN ESCAPE ARTIST OR SUPERMAN OR SOMETHING!
OH, WELL! EVERYBODY'S GOT GRIEF! I'VE GOT MY OWN PROBLEMS!

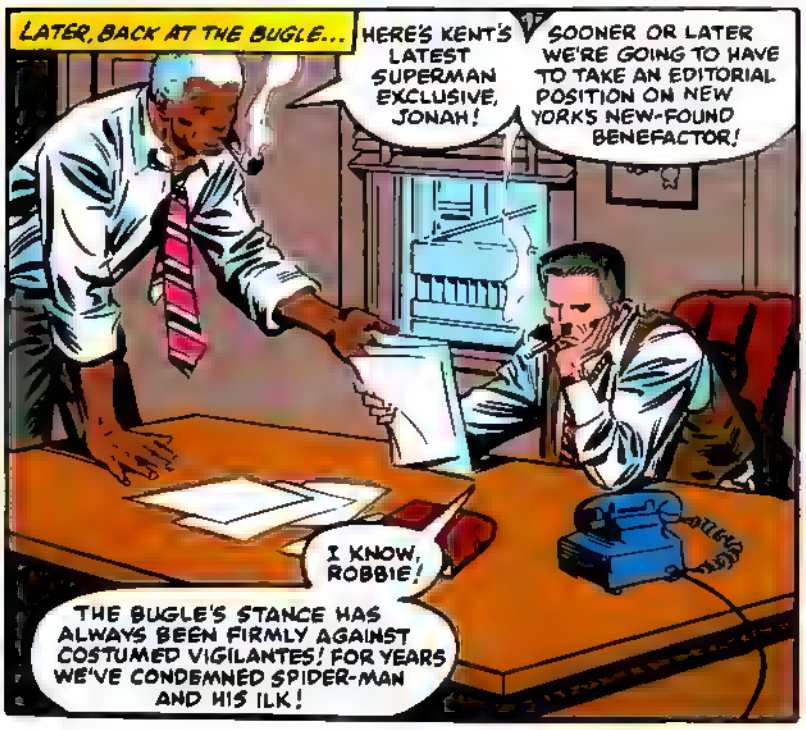

AT THAT MOMENT, IN EAST WILLISTON ON LONG ISLAND...
GOOD THING I SPOTTED THIS TRAIN BEARING DOWN ON THAT CROWDED SCHOOL BUS!
IT'S TOO LATE TO YANK THE BUS OUT OF THE WAY! THE SUDDEN JOLT COULD INJURE THE KIDS INSIDE!
THE ONLY THING TO DO IS STOP THE TRAIN!

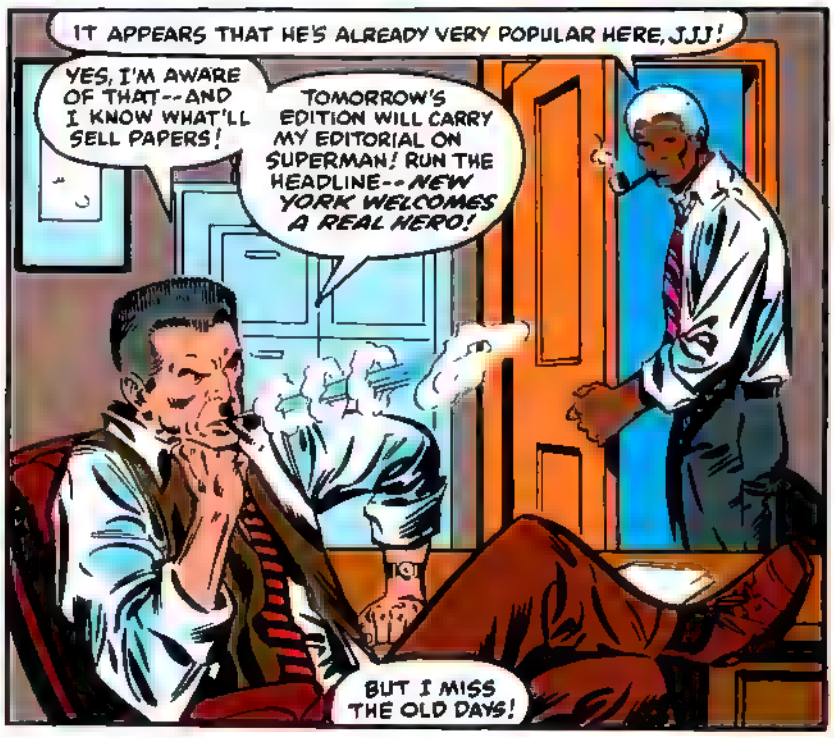

THE TRICK IS GOING TO BE NOT WRECKING IT IN THE PROCESS!
I'VE GOT TO SLOW THE TRAIN DOWN AT A RATE MORE THAN TWENTY TIMES WHAT ITS AIR BRAKES COULD MANAGE -- WITHOUT DERAILING IT!

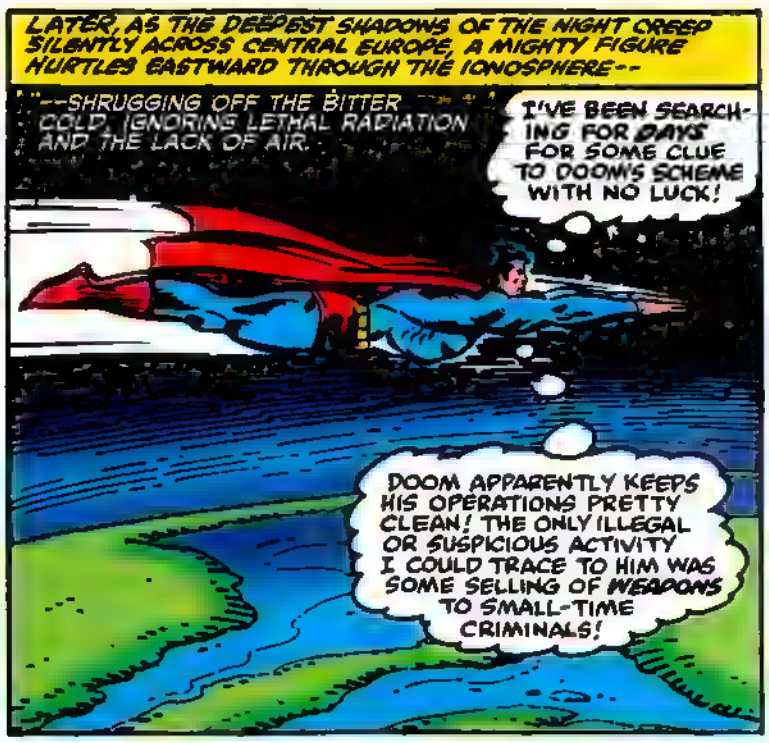

EIGHT MILLION TONS OF HURTLING STEEL SLAM INTO THE CAPED KRYPTONIAN, TESTING NOT THE STRENGTH OF HIS MIGHTY ALIEN THEWS--
--RATHER THE PRECISION WITH WHICH IT IS WIELDED!
TIES SPLINTERING UNDER HIS SKIDDING FEET, HE ALLOWS HIMSELF TO BE DRIVEN BACKWARD--

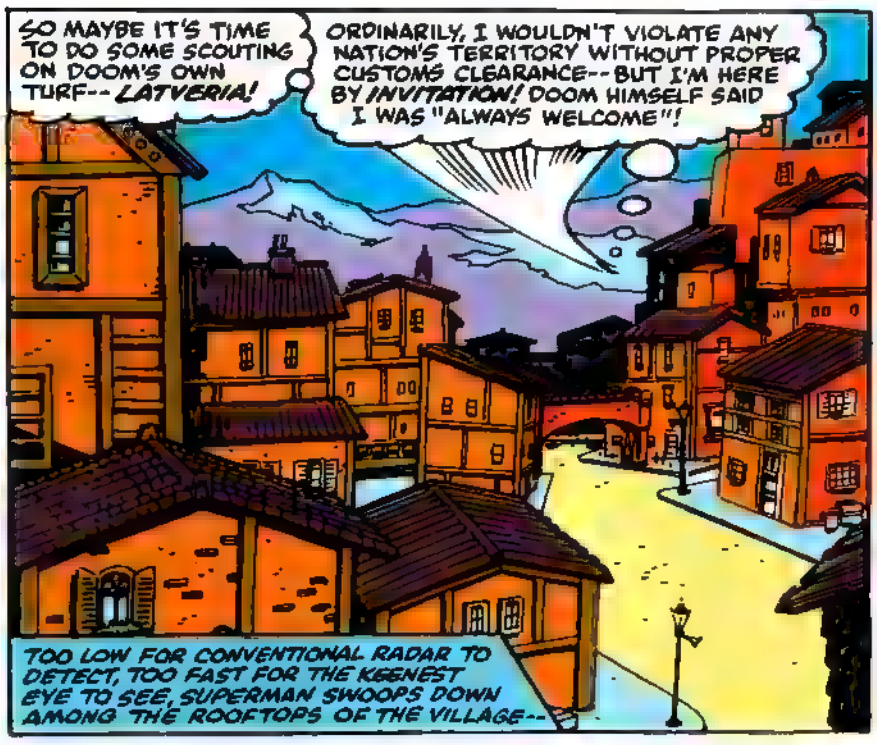

--UNTIL, SCANT INCHES BEFORE DISASTER...
HE STOPPED IT!
DID YOU SEE THAT?!
WAIT'LL I TELL DAD!
THE ENGINEER WEEPS.


PLEASE BE MORE CAREFUL IN THE FUTURE, DRIVER!
Y-YOU BET! THANKS!
YAY, SUPERMAN!

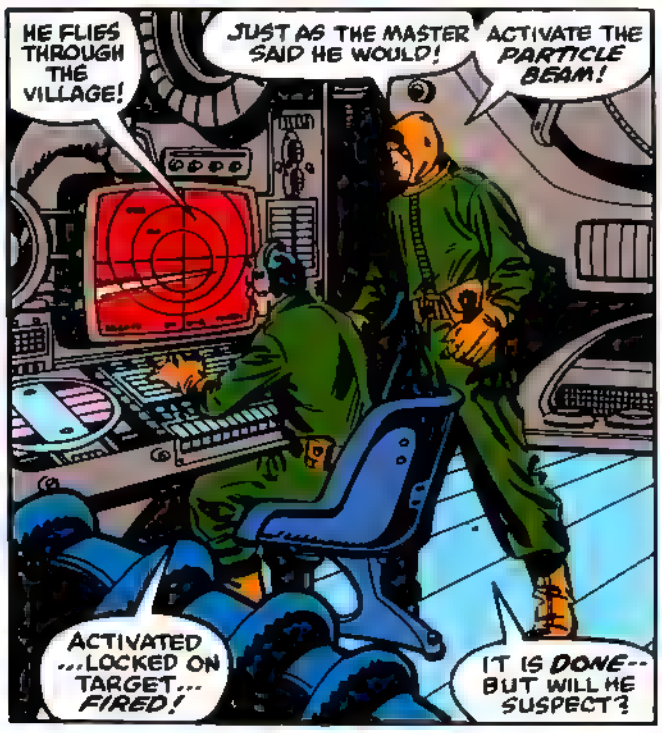

LATER, BACK AT THE BUGLE...
HERE'S KENT'S LATEST SUPERMAN EXCLUSIVE, JONAH!
SOONER OR LATER WE'RE GOING TO HAVE TO TAKE AN EDITORIAL POSITION ON NEW YORK'S NEW-FOUND BENEFACTOR!
I KNOW, ROBBIE!
THE BUGLE'S STANCE HAS ALWAYS BEEN FIRMLY AGAINST COSTUMED VIGILANTES! FOR YEARS WE'VE CONDEMNED SPIDER-MAN AND HIS ILK!

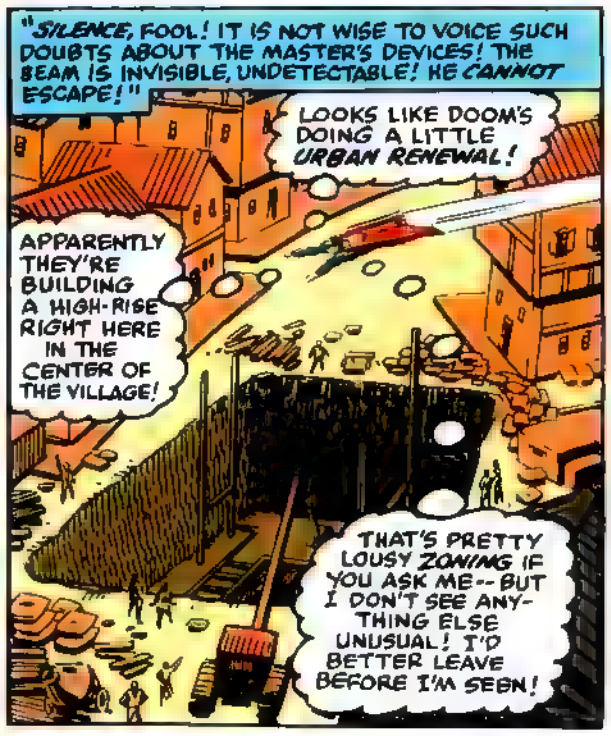

IT APPEARS THAT HE'S ALREADY VERY POPULAR HERE, JJJ!
YES, I'M AWARE OF THAT--AND I KNOW WHAT'LL SELL PAPERS!
TOMORROW'S EDITION WILL CARRY MY EDITORIAL ON SUPERMAN! RUN THE HEADLINE--NEW YORK WELCOMES A REAL HERO!
BUT I MISS THE OLD DAYS!

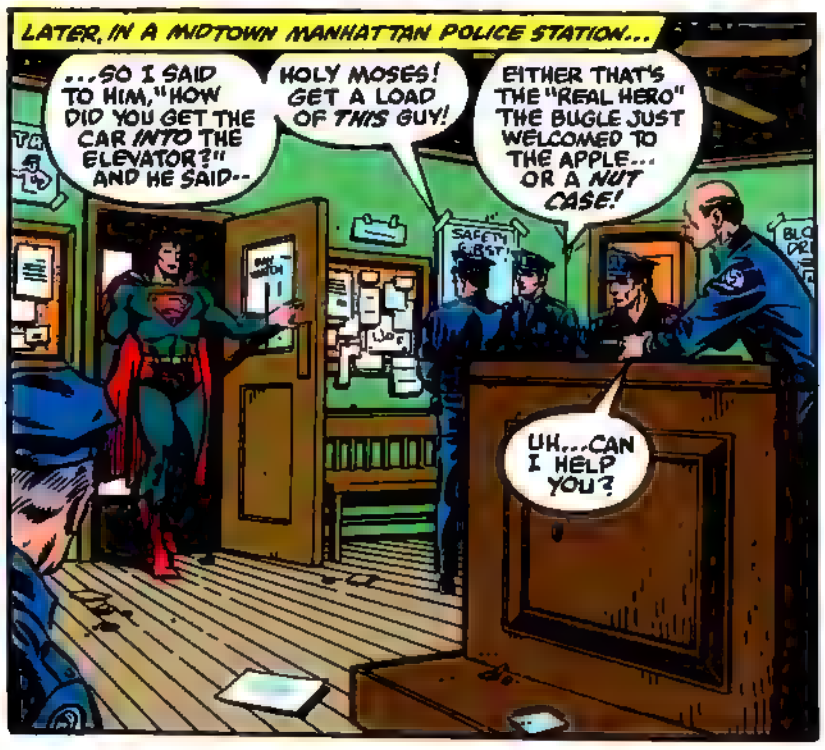

LATER, AS THE DEEPEST SHADOWS OF THE NIGHT CREEP SILENTLY ACROSS CENTRAL EUROPE, A MIGHTY FIGURE HURTLES EASTWARD THROUGH THE IONOSPHERE--
"--SHRUGGING OFF THE BITTER COLD, IGNORING LETHAL RADIATION AND THE LACK OF AIR.
I'VE BEEN SEARCHING FOR DAYS FOR SOME CLUE TO DOOM'S SCHEME WITH NO LUCK!
DOOM APPARENTLY KEEPS HIS OPERATIONS PRETTY CLEAN! THE ONLY ILLEGAL OR SUSPICIOUS ACTIVITY I COULD TRACE TO HIM WAS SOME SELLING OF WEAPONS TO SMALL-TIME CRIMINALS!

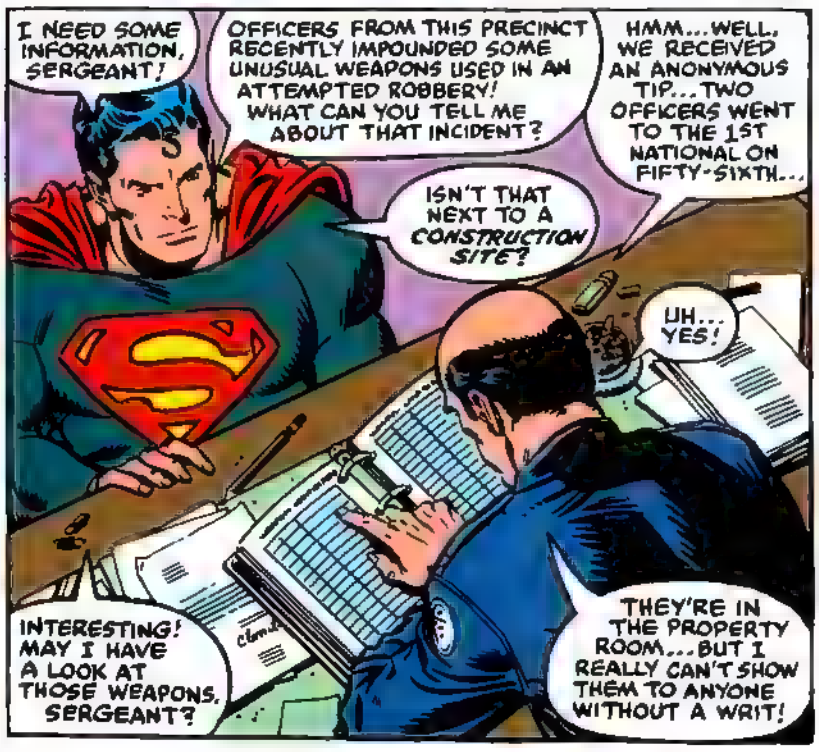

SO MAYBE IT'S TIME TO DO SOME SCOUTING ON DOOM'S OWN TURF--LATVERIA!
ORDINARILY, I WOULDN'T VIOLATE ANY NATION'S TERRITORY WITHOUT PROPER CUSTOMS CLEARANCE--BUT I'M HERE BY INVITATION! DOOM HIMSELF SAID I WAS "ALWAYS WELCOME"!
TOO LOW FOR CONVENTIONAL RADAR TO DETECT, TOO FAST FOR THE KEENEST EYE TO SEE, SUPERMAN SWOOPS DOWN AMONG THE ROOFTOPS OF THE VILLAGE--

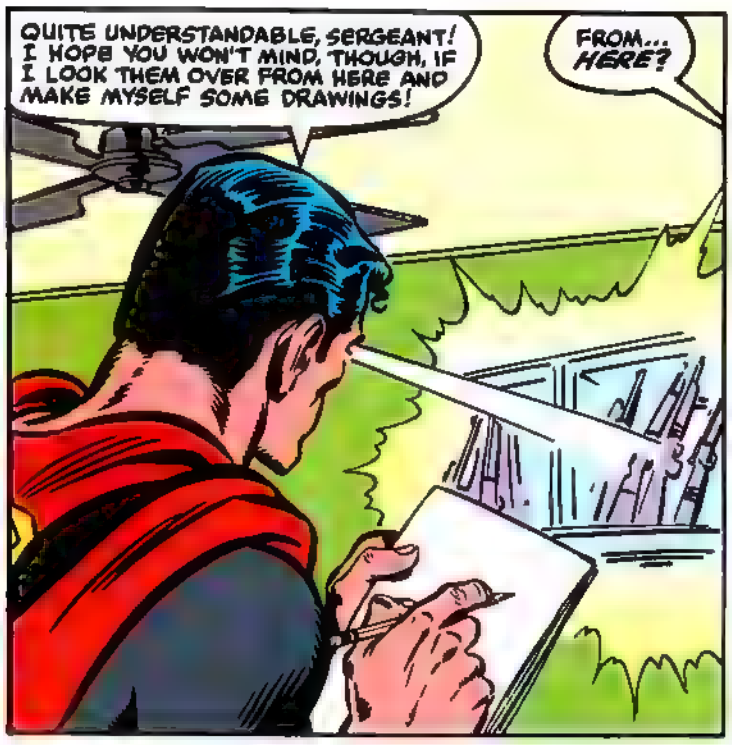
--BUT IN A TURRET OF CASTLE LATVERIA, BROODING OVER THIS STORYBOOK KINGDOM FROM ITS CRAGGY PERCH...
HE IS HERE!
HE IS A FOOL IF HE THINKS HE CAN ESCAPE DETECTION BY THE MASTER'S SCANNERS!

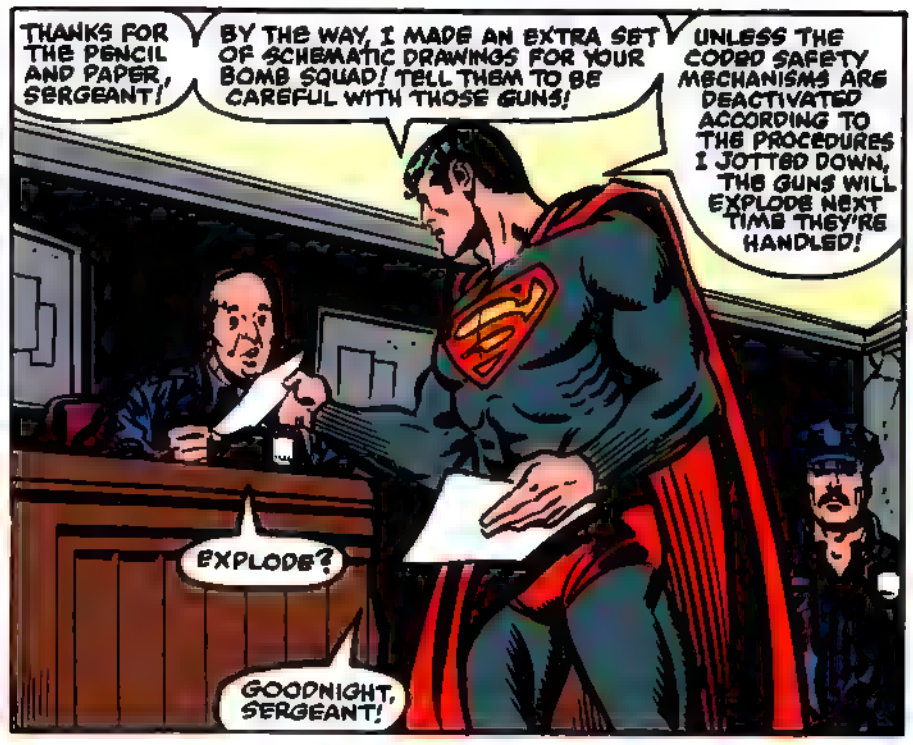

HE FLIES THROUGH THE VILLAGE!
JUST AS THE MASTER SAID HE WOULD!
ACTIVATE THE PARTICLE BEAM!
ACTIVATED ...LOCKED ON TARGET... FIRED!
IT IS DONE--BUT WILL HE SUSPECT?

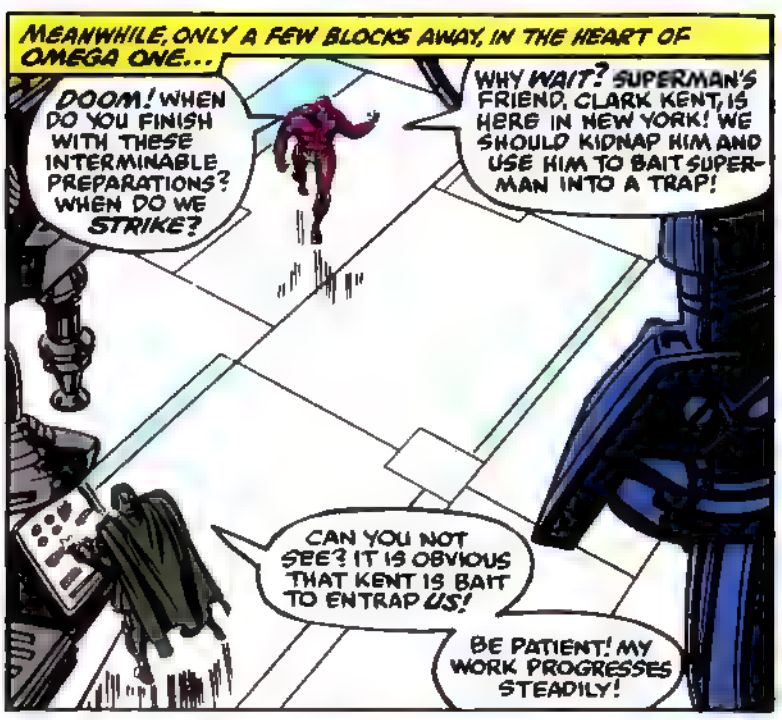

"SILENCE, FOOL! IT IS NOT WISE TO VOICE SUCH DOUBTS ABOUT THE MASTER'S DEVICES! THE BEAM IS INVISIBLE, UNDETECTABLE! HE CANNOT ESCAPE!"
LOOKS LIKE DOOM'S DOING A LITTLE URBAN RENEWAL!
APPARENTLY THEY'RE BUILDING A HIGH-RISE RIGHT HERE IN THE CENTER OF THE VILLAGE!
THAT'S PRETTY LOUSY ZONING IF YOU ASK ME--BUT I DON'T SEE ANYTHING ELSE UNUSUAL! I'D BETTER LEAVE BEFORE I'M SEEN!

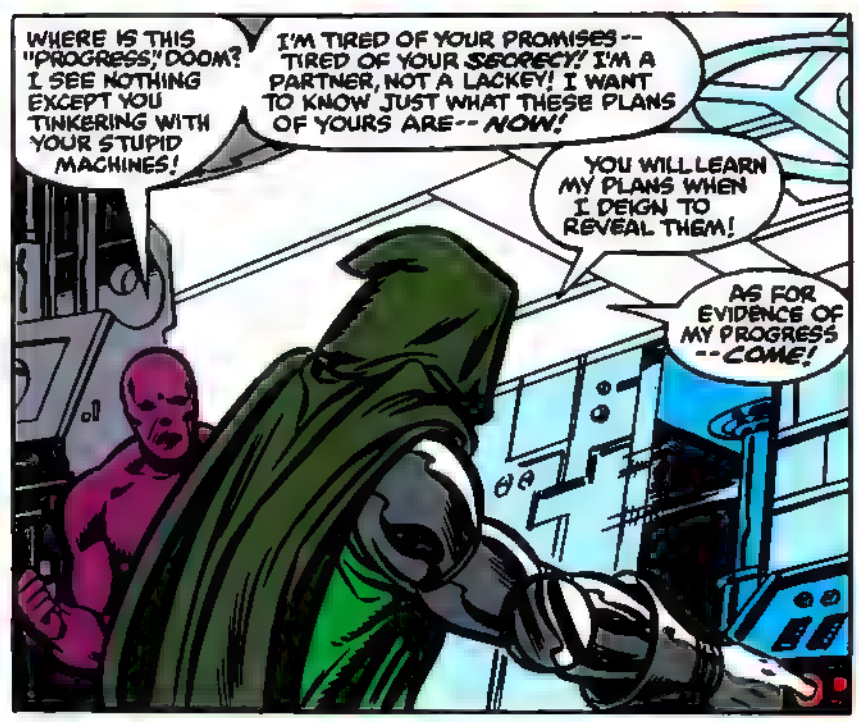

LATER, IN A MIDTOWN MANHATTAN POLICE STATION...
...SO I SAID TO HIM, "HOW DID YOU GET THE CAR INTO THE ELEVATOR?" AND HE SAID--
HOLY MOSES! GET A LOAD OF THIS GUY!
EITHER THAT'S THE "REAL HERO" THE BUGLE JUST WELCOMED TO THE APPLE... OR A NUT CASE!
UH...CAN I HELP YOU?

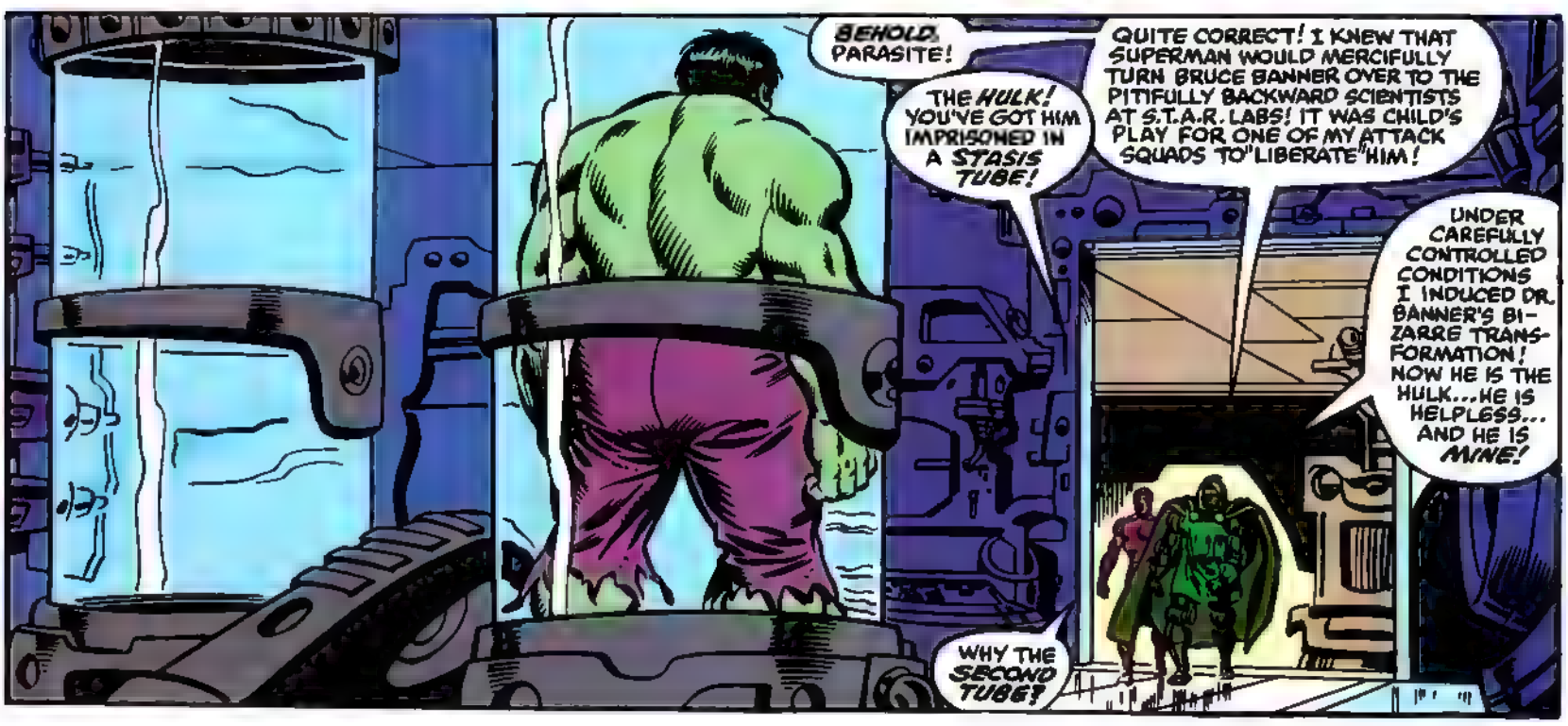

I NEED SOME INFORMATION, SERGEANT!
OFFICERS FROM THIS PRECINCT RECENTLY IMPOUNDED SOME UNUSUAL WEAPONS USED IN AN ATTEMPTED ROBBERY! WHAT CAN YOU TELL ME ABOUT THAT INCIDENT?
HMM...WELL, WE RECEIVED AN ANONYMOUS TIP...TWO OFFICERS WENT TO THE 1ST NATIONAL ON FIFTY-SIXTH...
ISN'T THAT NEXT TO A CONSTRUCTION SITE?
UH... YES!
INTERESTING! MAY I HAVE A LOOK AT THOSE WEAPONS, SERGEANT?
THEY'RE IN THE PROPERTY ROOM...BUT I REALLY CAN'T SHOW THEM TO ANYONE WITHOUT A WRIT!


QUITE UNDERSTANDABLE, SERGEANT! I HOPE YOU WON'T MIND, THOUGH, IF I LOOK THEM OVER FROM HERE AND MAKE MYSELF SOME DRAWINGS!
FROM... HERE?


THANKS FOR THE PENCIL AND PAPER, SERGEANT!
BY THE WAY, I MADE AN EXTRA SET OF SCHEMATIC DRAWINGS FOR YOUR BOMB SQUAD! TELL THEM TO BE CAREFUL WITH THOSE GUNS!
UNLESS THE CODED SAFETY MECHANISMS ARE DEACTIVATED ACCORDING TO THE PROCEDURES I JOTTED DOWN, THE GUNS WILL EXPLODE NEXT TIME THEY'RE HANDLED!
EXPLODE?
GOODNIGHT, SERGEANT!


MEANWHILE, ONLY A FEW BLOCKS AWAY, IN THE HEART OF OMEGA ONE...
DOOM! WHEN DO YOU FINISH WITH THESE INTERMINABLE PREPARATIONS? WHEN DO WE STRIKE?
WHY WAIT? SUPERMAN'S FRIEND, CLARK KENT, IS HERE IN NEW YORK! WE SHOULD KIDNAP HIM AND USE HIM TO BAIT SUPERMAN INTO A TRAP!
CAN YOU NOT SEE? IT IS OBVIOUS THAT KENT IS BAIT TO ENTRAP US!
BE PATIENT! MY WORK PROGRESSES STEADILY!

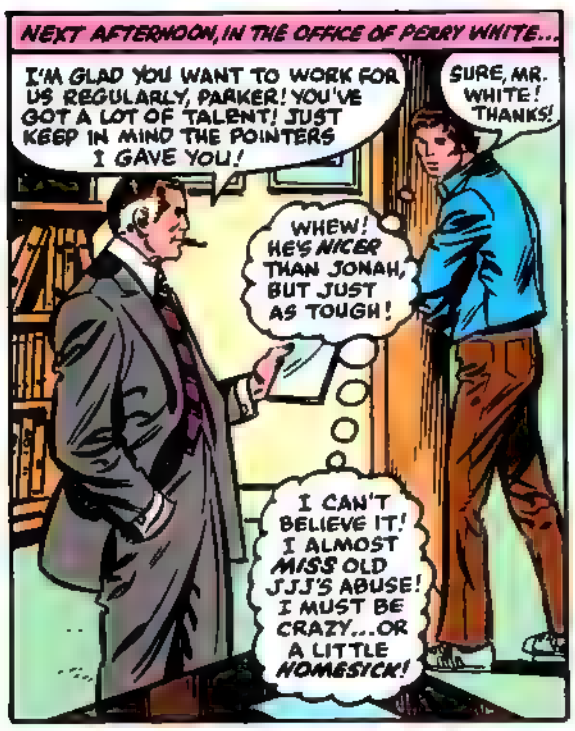

WHERE IS THIS "PROGRESS," DOOM? I SEE NOTHING EXCEPT YOU TINKERING WITH YOUR STUPID MACHINES!
I'M TIRED OF YOUR PROMISES -- TIRED OF YOUR SECRECY! I'M A PARTNER, NOT A LACKEY! I WANT TO KNOW JUST WHAT THESE PLANS OF YOURS ARE -- NOW!
YOU WILL LEARN MY PLANS WHEN I DEIGN TO REVEAL THEM!
AS FOR EVIDENCE OF MY PROGRESS -- COME!


BEHOLD, PARASITE!
THE HULK! YOU'VE GOT HIM IMPRISONED IN A STASIS TUBE!
QUITE CORRECT! I KNEW THAT SUPERMAN WOULD MERCIFULLY TURN BRUCE BANNER OVER TO THE PITIFULLY BACKWARD SCIENTISTS AT S.T.A.R. LABS! IT WAS CHILD'S PLAY FOR ONE OF MY ATTACK SQUADS TO "LIBERATE" HIM!
UNDER CAREFULLY CONTROLLED CONDITIONS I INDUCED DR. BANNER'S BIZARRE TRANSFORMATION! NOW HE IS THE HULK... HE IS HELPLESS... AND HE IS MINE!
WHY THE SECOND TUBE?

I HAVE ONE OTHER SPECIMEN YET TO OBTAIN!
"SPECIMEN"? WHO IS IT?
ENOUGH OF THIS INQUISITION! YOU WILL KNOW IN DUE TIME!
I HAVE WORK TO ATTEND! RETURN TO YOUR CHAMBERS!
WHAT?! WHY, YOU ARROGANT--! NO ONE DISMISSES THE PARASITE! NO ONE!

I'LL DRAIN YOUR STRENGTH UNTIL YOU BEG ME TO SPARE YOU! I'LL--
SOMETHING'S WRONG! I--I CAN'T-- AHHH!
GRRRZZK!
FOOL!

DID YOU TRULY BELIEVE THAT I WOULD NEGLECT TO TAKE THE PRECAUTION OF INSULATING MY ARMOR AGAINST YOUR POWER?
NOW...YOU WILL AWAIT MY PLEASURE IN YOUR ROOMS WILL YOU NOT?
YES! YES!
BUT YOU'LL PAY FOR THIS!


NEXT AFTERNOON, IN THE OFFICE OF PERRY WHITE...
I'M GLAD YOU WANT TO WORK FOR US REGULARLY, PARKER! YOU'VE GOT A LOT OF TALENT! JUST KEEP IN MIND THE POINTERS I GAVE YOU!
SURE, MR. WHITE! THANKS!
WHEW! HE'S NICER THAN JONAH, BUT JUST AS TOUGH!
I CAN'T BELIEVE IT! I ALMOST MISS OLD JJJ'S ABUSE! I MUST BE CRAZY...OR A LITTLE HOMESICK!

I THINK MY MAIN PROBLEM IS THAT I'M JUST PLAIN LONELY!
LANA! HI!
HELLO, PETER! HOW'S IT GOING?
I WAS WONDERING IF MAYBE I COULD BUY YOU DINNER TONIGHT...O-OR A DRINK MAYBE?
DARN! WHY AM I SO NERVOUS? I SOUND LIKE A SCHOOLBOY!
WELL, PETE...

...I THINK YOU'RE A VERY NICE, UM, YOUNG MAN, BUT...
GOOD NIGHT!
...WELL, I'M A LITTLE BUSY TONIGHT!
G-GOODNIGHT!
GREAT! WHAT A TIME TO FALL APART! SHE MUST THINK I'M A WORLD-CLASS NERD!

HAW, HAW, HAW! NICE TRY, PETEY, BUT YOU FUMBLED THE BALL, MAN!
HUH?
OH, STEVE.
C'MERE, PETE! LET ME CLUE YOU IN ABOUT A FEW THINGS!

LOOK, PAL, WOMEN ARE LIKE DEFENSIVE ENDS! YOU CAN'T LET 'EM GET YOU DOWN OR THE PLAY'S OVER, YOU KNOW?
YEAH...UH, THANKS, STEVE! CAN I GO NOW?
WHY IS MY SPIDER-SENSE TINGLING? IS IT WARNING ME THAT STEVE'S A JERK? SO WHAT ELSE IS NEW?

SEE YOU AROUND, PETEY! REMEMBER WHAT I TOLD YOU!
HIYA, STEVIE!
OH! DID YOU PUT THAT THERE? THAT'S FUNNY!
SHHH!
I STRUCK OUT WITH LANA LANG

OH, YOU NAUGHTY BOY!
I THOUGHT I WAS GOING TO MISS CLARKIE, BUT THINGS WORKED OUT JUST FINE! YEP, WE'VE GOT OURSELVES A BRAND-NEW FALL GUY!
MAYBE SOME EXERCISE WOULD CLEAR MY HEAD!

SOON, IN AN OUT-OF-THE-WAY STOREROOM...
THIS IS A GREAT LITTLE PLACE TO CHANGE!
HEY! WHAT'S THIS?!
STUCK OUT WITH LANA LANG.
LOMBARD! THAT--THAT SLIMY, DIRTY SWINE!

AS IF I DIDN'T FEEL BAD ENOUGH ABOUT BLOWING IT WITH LANA!
SO MAYBE I'M NOT DON JUAN! THAT DOESN'T MEAN I HAVE TO PUT UP WITH LOMBARD'S ABUSE!
STEVE OUGHTTA BE COMING BACK TO HIS OFFICE SOON! I'LL JUST SNEAK IN AND LEAVE HIM A LITTLE PRESENT, SPIDEY-STYLE!

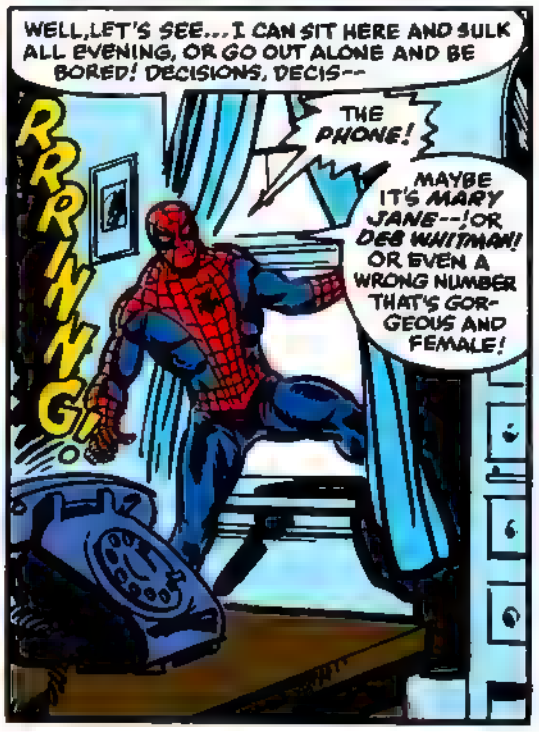
MOMENTS LATER...
THAT'LL FIX HIM! I HAVEN'T USED THAT TRICK FOR YEARS!
I'M ALMOST TEMPTED TO HANG AROUND AND WATCH!
NAH! HE'S NOT WORTH IT!

HECK, I WOULDN'T BE SURPRISED IF HE WALKS CLEAR ACROSS TOWN WEARIN' THAT SIGN AND A DUMB LOOK ON HIS FACE!
HE'S GOING TO HAVE KITTENS WHEN HE FINDS IT!
HE SEEMS LIKE A NICE BOY!
I HOPE HE ISN'T TOO UPSET!

WELL, THAT KID HAD BETTER LEARN TO TAKE A JOKE IF HE EXPECTS TO SURVIVE IN THIS MAN'S WORLD!
STEVIE, I'M HUNGRY! WHY DON'T WE GO DOWN TO THE COMMISSARY FOR SOME MUNCHIES?
SURE, DOLL! I'VE STILL GOT FORTY-FIVE MINUTES TILL I GO ON THE AIR!

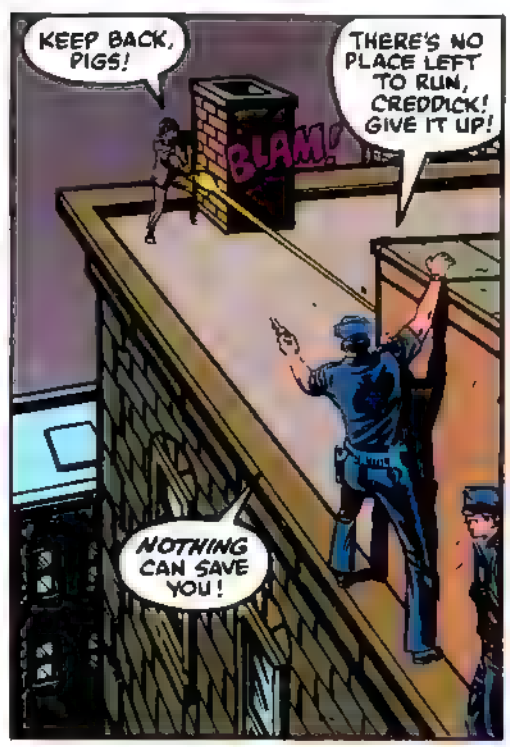
HEY! THERE'S SOME KIND OF GLUE ALL OVER MY SEAT!
OH, STEVIE, THAT'S FUNNY! I ALWAYS THOUGHT YOU WERE A LITTLE... STUCK UP!
HA HA HA!
B-BUT WHO COULD HAVE--? HOW COULD--?
AW, SHUT UP, WILLYA?

AND, AT THE EXACT MOMENT THAT SHEILA ANGRILY SLAMS THE DOOR BEHIND HER, SHOUTING, "NOBODY TELLS SHEILA McCORKLE TO SHUT UP!" A CERTAIN WEBSLINGER ARRIVES AT PETER PARKER'S TEMPORARY RESIDENCE...
AH, YES-- THE HOTEL CHEAPO! I SPENT A WEEK THERE ONE EVENING! YAS!
I WONDER HOW LOMBARD'S DOING? WITH LUCK IT'LL TAKE AN HOUR FOR THAT WEB-BING I LEFT ON HIS CHAIR TO DISSOLVE!


WELL, LET'S SEE... I CAN SIT HERE AND SULK ALL EVENING, OR GO OUT ALONE AND BE BORED! DECISIONS, DECIS--
RRRINNG!
THE PHONE!
MAYBE IT'S MARY JANE--! OR DEB WHITMAN! OR EVEN A WRONG NUMBER THAT'S GOR-GEOUS AND FEMALE!

OH...HI, AUNT MAY! NO, NOTHING'S WRONG! I GUESS I'M JUST A LITTLE TIRED!
WELL...I'VE BEEN PRETTY BUSY...YES, I'M DRESSING WARMLY...
YES, I MISS YOU TOO, AUNT MAY! ALL RIGHT! GOOD NIGHT!
NUTS!

MOMENTS LATER...
I GUESS THIS IS JUST ONE OF THOSE DAYS WHEN WEB-SWINGING IS THE MOST FUN I'M GONNA HAVE!
MAYBE I CAN FIND SOMETHING USEFUL TO DO!
BLAM!
HEY! WAS THAT A SHOT--?


KEEP BACK, PIGS!
THERE'S NO PLACE LEFT TO RUN, CREDDICK! GIVE IT UP!
BLAM!
NOTHING CAN SAVE YOU!

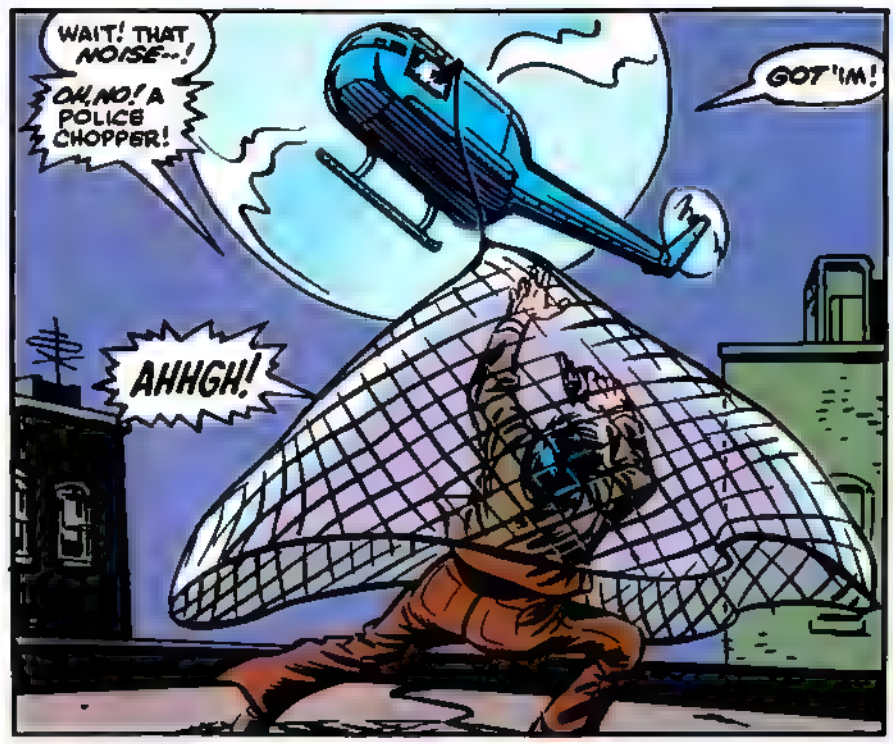
GOOD EVENING, OFFICER!
IT'S ME, YOUR FRIENDLY, NEIGHBORHOOD SPIDER-MAN, HERE TO LEND A HELPING HAND!
BACK OFF AND HOLD YOUR FIRE! I'LL GET HIM!
HOLY--!
MURRAY! WATCH OUT!

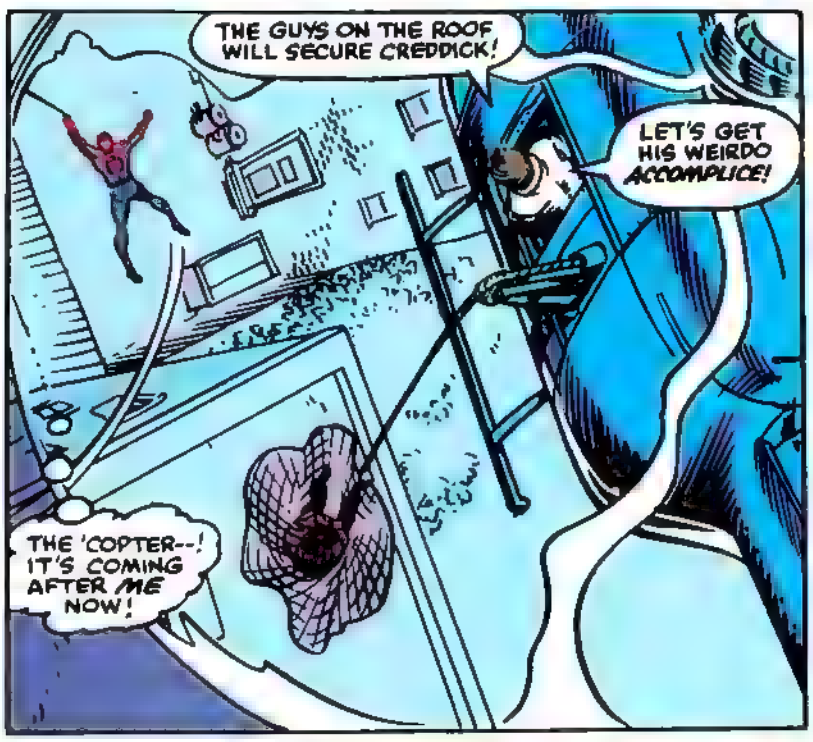
JACK--! HELP!
HOLD ON, MURRAY! I'LL PULL YOU UP! HOLD ON!

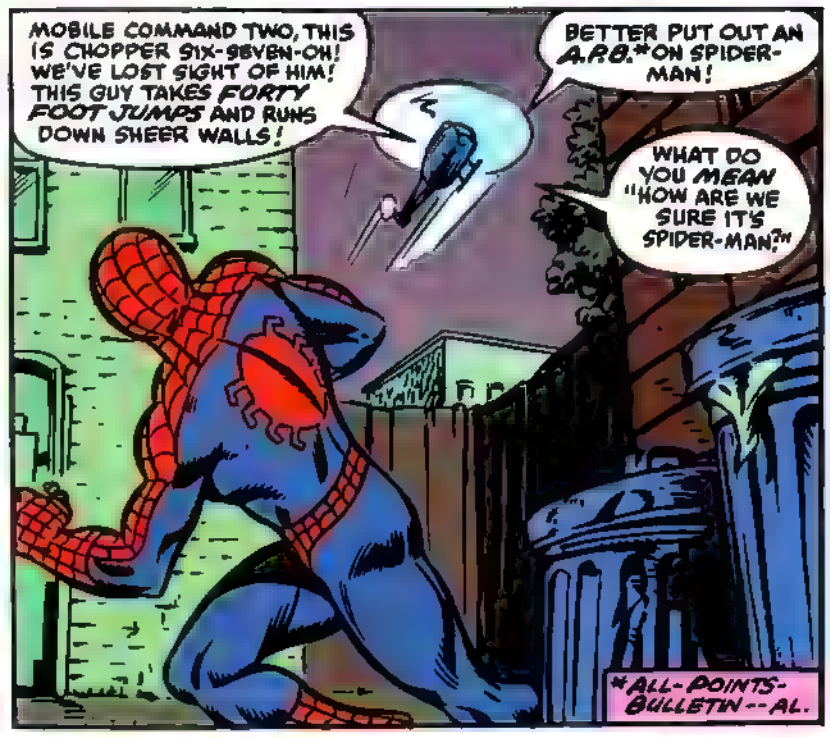
DID YOU SEE THAT? THAT--THAT'S SPIDER-MAN!
HE KNOCKED MURRAY OFF THE LEDGE--ALMOST KILLED HIM!
HE MUST BE IN CAHOOTS WITH CREDDICK!
SHOOT HIM!

BLAM!
BLAM!
BLAM!
AWW!

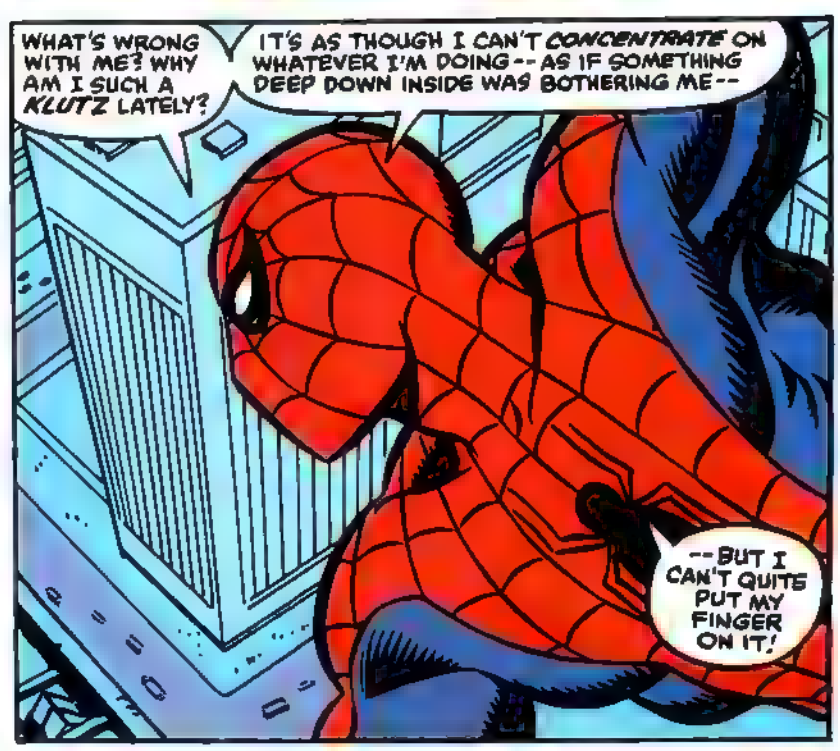
WHAT A BREAK! THE COPS ARE ALL SHOOTING AT THAT COSTUMED FREAK!
I'LL BE ON A BUS TO GOTHAM BEFORE THEY REALIZE THAT I DUCKED OUT!


WAIT! THAT NOISE--!
OH, NO! A POLICE CHOPPER!
GOT 'IM!
AHHGH!


THE GUYS ON THE ROOF WILL SECURE CREDDICK!
LET'S GET HIS WEIRDO ACCOMPLICE!
THE 'COPTER--! IT'S COMING AFTER ME NOW!

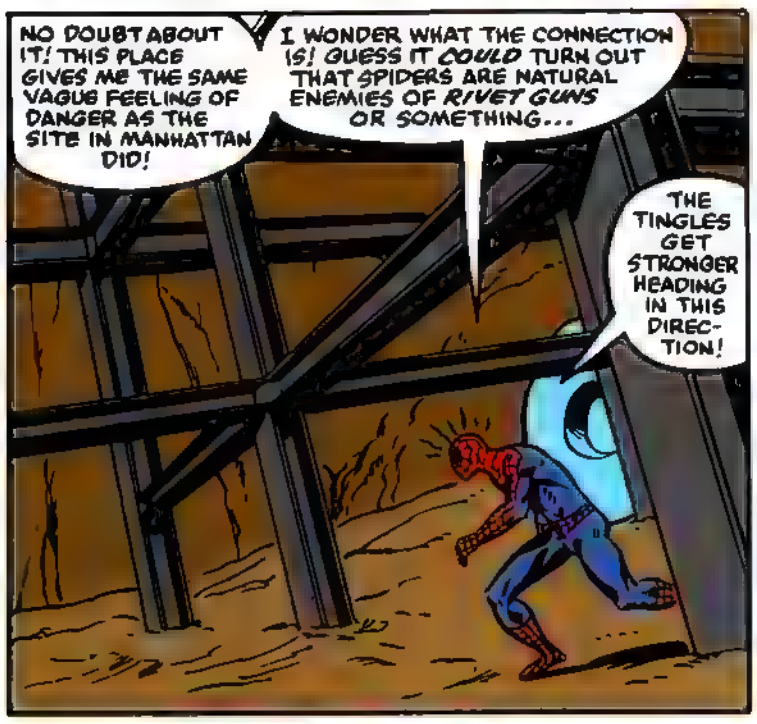

MOBILE COMMAND TWO, THIS IS CHOPPER SIX-SEVEN-OH! WE'VE LOST SIGHT OF HIM! THIS GUY TAKES FORTY FOOT JUMPS AND RUNS DOWN SHEER WALLS!
BETTER PUT OUT AN A.P.B.* ON SPIDER-MAN!
WHAT DO YOU MEAN "HOW ARE WE SURE IT'S SPIDER-MAN?"
*ALL-POINTS-BULLETIN--AL.

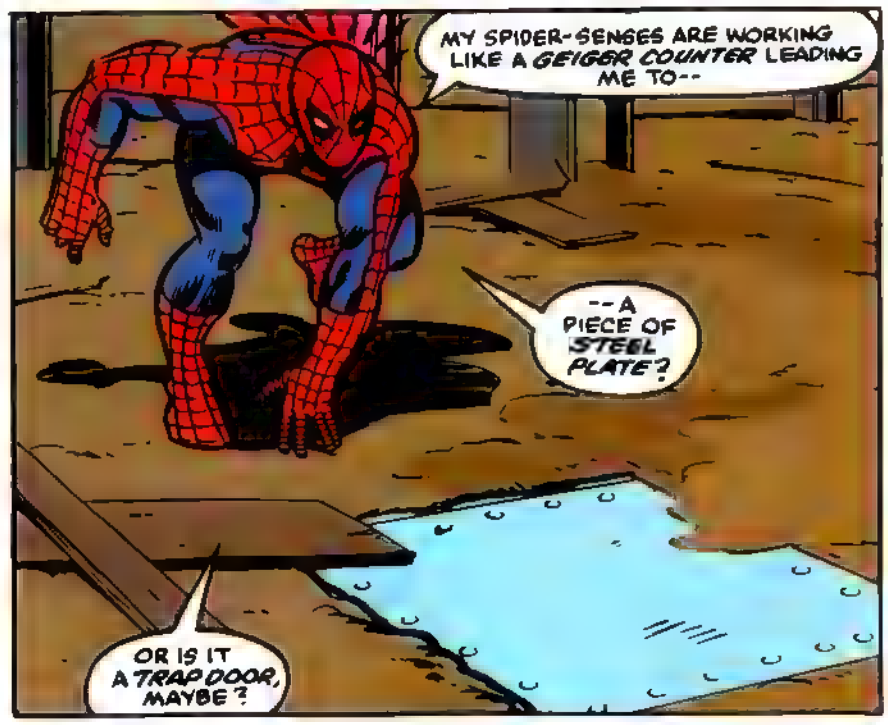
CAN'T ANYTHING EVER GO RIGHT? ALL I WANTED TO DO WAS HELP!
I THOUGHT THINGS MIGHT BE DIFFERENT HERE IN METROPOLIS! WHAT A LAUGH!


WHAT'S WRONG WITH ME? WHY AM I SUCH A KLUTZ LATELY?
IT'S AS THOUGH I CAN'T CONCENTRATE ON WHATEVER I'M DOING -- AS IF SOMETHING DEEP DOWN INSIDE WAS BOTHERING ME--
--BUT I CAN'T QUITE PUT MY FINGER ON IT!

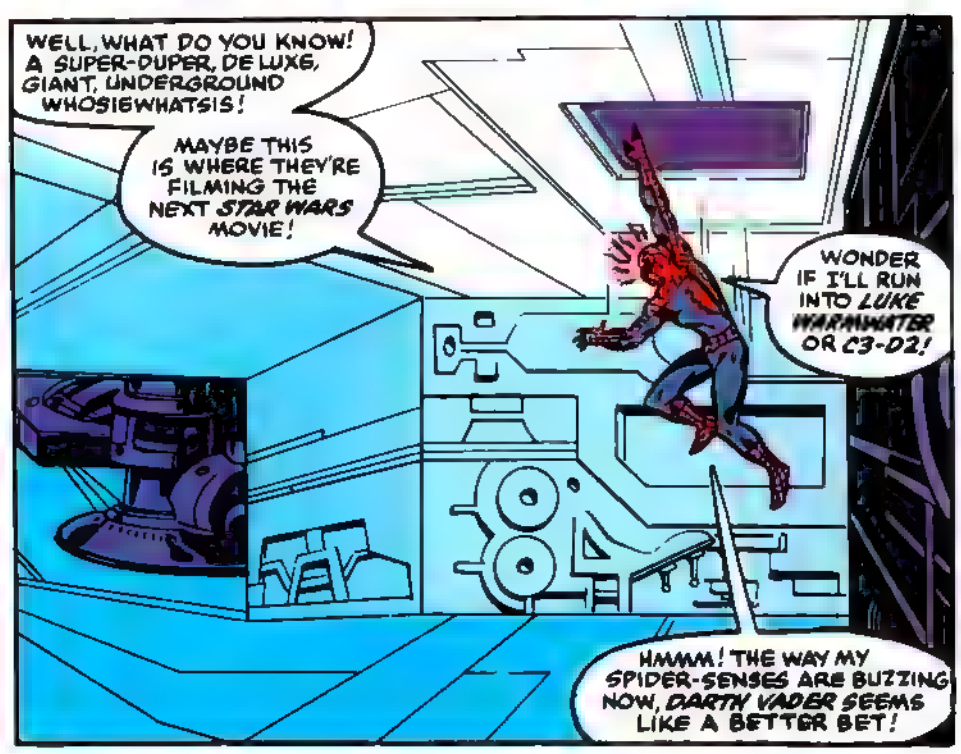
WHATEVER IT IS, I'D BETTER FIGURE IT OUT SOON! IN THIS LINE OF WORK, DAY-DREAMING ON THE JOB CAN GET YOU KILLED--
--NOT TO MENTION THAT IT TENDS TO MESS UP YOUR LOVE LIFE-- AND MINE'S ALREADY THE PITS!
"PITS"?!! WAIT A MINUTE! WHAT A DUMMY I AM!
THE LAST TIME I DID SOMETHING RIGHT WAS WHEN I NABBED SOME BANK ROBBERS DOWN INSIDE A BIG PIT AT A CONSTRUCTION SITE IN NEW YORK!

SOMETHING ABOUT THAT PLACE CAUSED MY SPIDER-SENSE TO TINGLE EVER SO SLIGHTLY, AS IF IT WERE SOMEHOW SINISTER!
I'VE BEEN SO BUSY LATELY, I FORGOT ABOUT IT-- TILL TONIGHT!
NOW, AT LEAST, I KNOW WHAT'S BEEN STUCK IN MY CRAW AND--
WHOA! THERE IT GOES AGAIN! I'M GETTING THE EXACT SAME VIBES AS I DID THAT NIGHT!
AND THERE'S ANOTHER CONSTRUCTION SITE BELOW! CURIOUSER AND CURIOUSER!


NO DOUBT ABOUT IT! THIS PLACE GIVES ME THE SAME VAGUE FEELING OF DANGER AS THE SITE IN MANHATTAN DID!
I WONDER WHAT THE CONNECTION IS! GUESS IT COULD TURN OUT THAT SPIDERS ARE NATURAL ENEMIES OF RIVET GUNS OR SOMETHING...
THE TINGLES GET STRONGER HEADING IN THIS DIREC-TION!

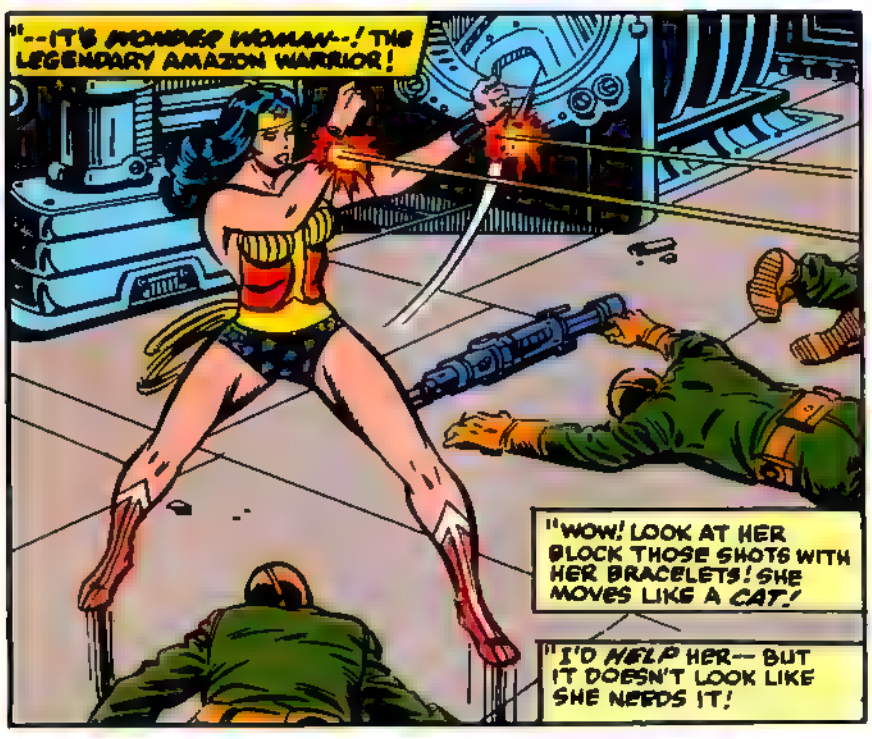

MY SPIDER-SENSES ARE WORKING LIKE A GEIGER COUNTER LEADING ME TO--
--A PIECE OF STEEL PLATE?
OR IS IT A TRAP DOOR, MAYBE?

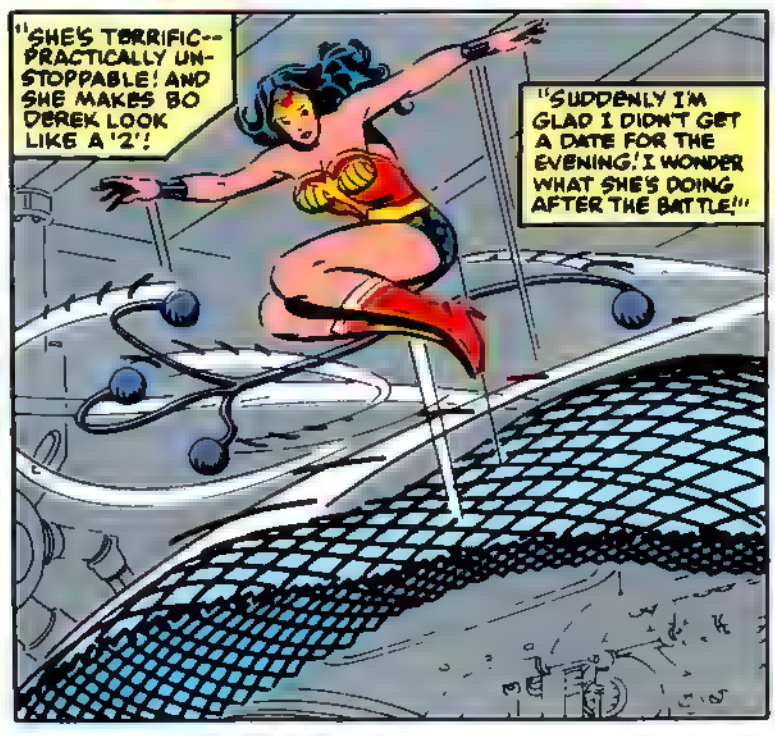
BINGO!
THIS THING MUST KEEP OUT THE RIFFRAFF! IT WOULD TAKE A BULLDOZER TO PULL THIS OPEN--
--OR A GUY WITH THE PROPORTIONATE STRENGTH OF A SPIDER!
PAAAKK!

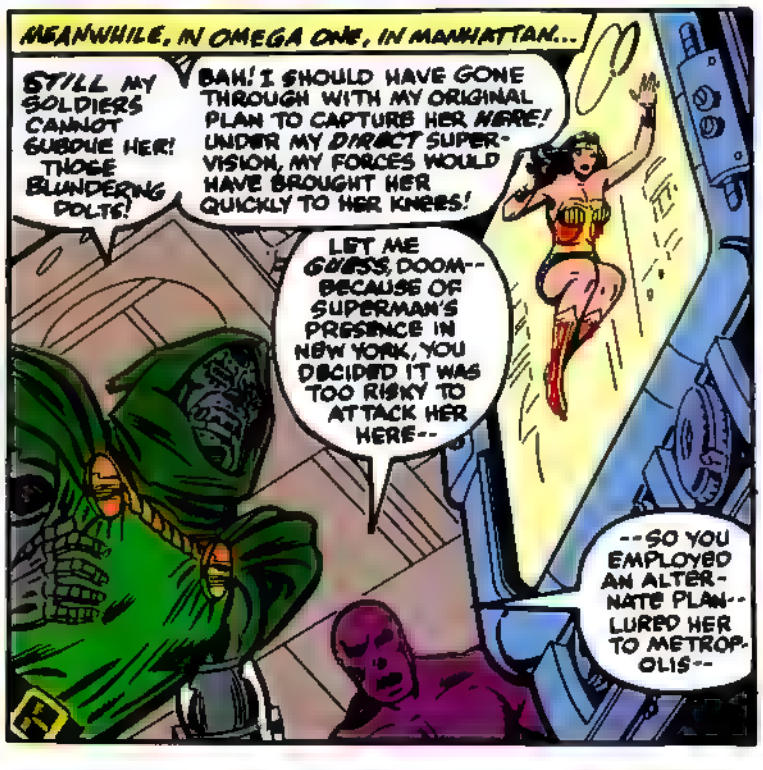

WELL, WHAT DO YOU KNOW! A SUPER-DUPER, DE LUXE, GIANT, UNDERGROUND WHOSIEWHATSIS!
MAYBE THIS IS WHERE THEY'RE FILMING THE NEXT STAR WARS MOVIE!
WONDER IF I'LL RUN INTO LUKE WARMWATER OR C3-D2!
HMMM! THE WAY MY SPIDER-SENSES ARE BUZZING NOW, DARTH VADER SEEMS LIKE A BETTER BET!

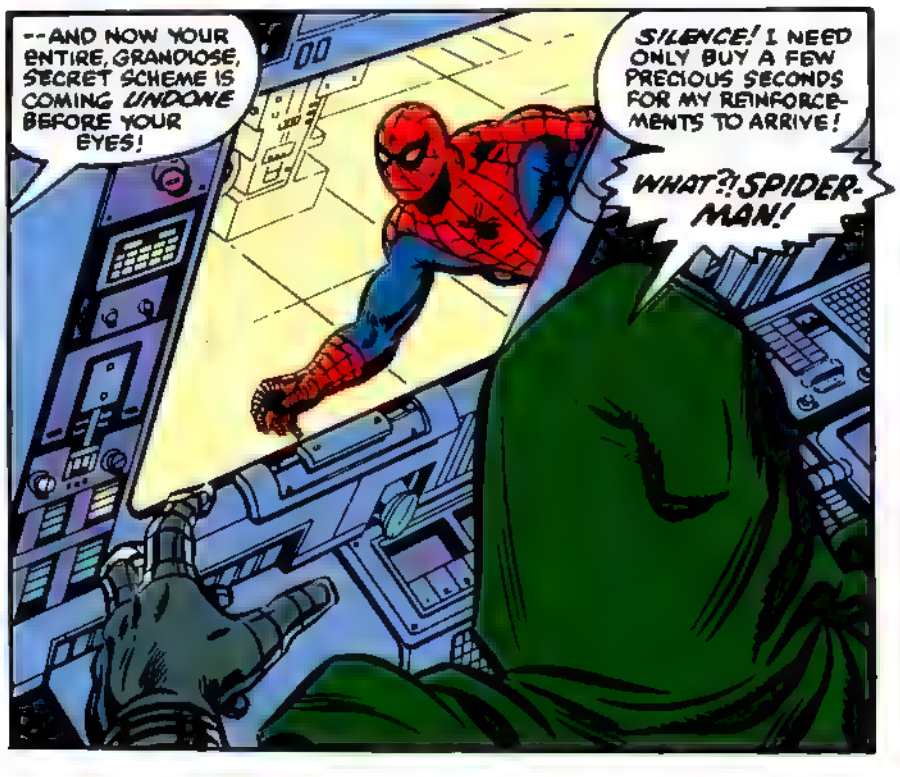
LOOKS LIKE A TORNADO HAS BEEN THROUGH HERE!
SOMEBODY HAS BEEN MOPPING UP THE FLOOR WITH THESE GUYS--WHO, I GATHER, ARE THE HIRED HANDS THAT BELONG TO THIS RANCH!
HMM! SOUNDS UP AHEAD!

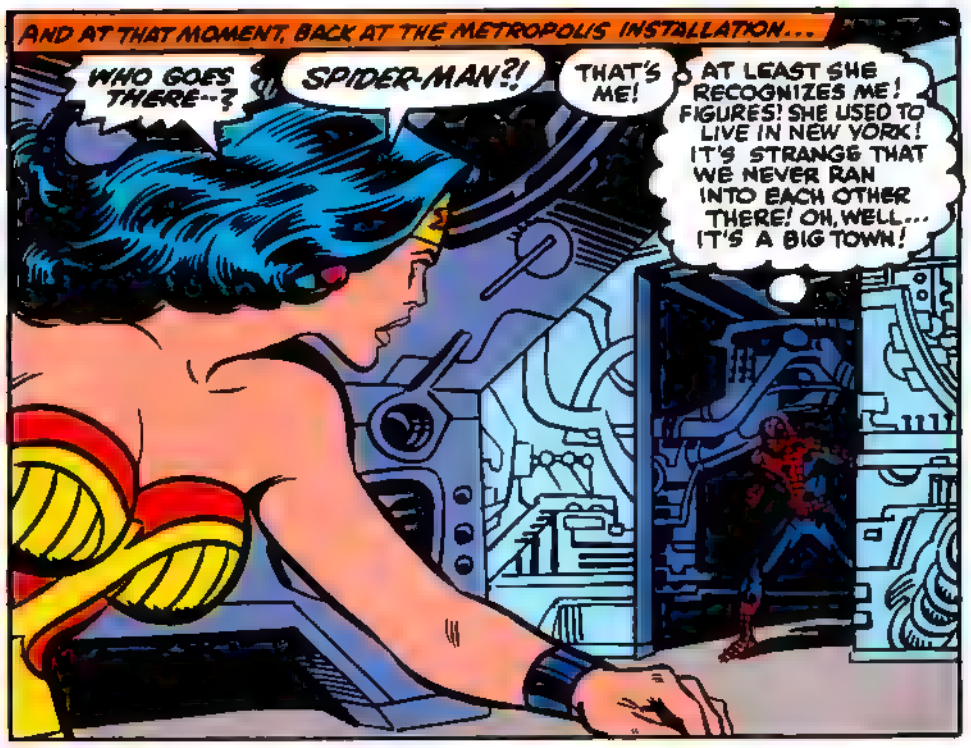
A FIGHT!
LOTS OF GOONS WITH NASTY GUNS ARE ALL GANGING UP ON...SOMEBODY! CAN'T SEE HIM FOR ALL THE BAD GUYS!
WAIT! THAT'S NOT A "HIM"--


"--IT'S WONDER WOMAN--! THE LEGENDARY AMAZON WARRIOR!
"WOW! LOOK AT HER BLOCK THOSE SHOTS WITH HER BRACELETS! SHE MOVES LIKE A CAT!
"I'D HELP HER-- BUT IT DOESN'T LOOK LIKE SHE NEEDS IT!

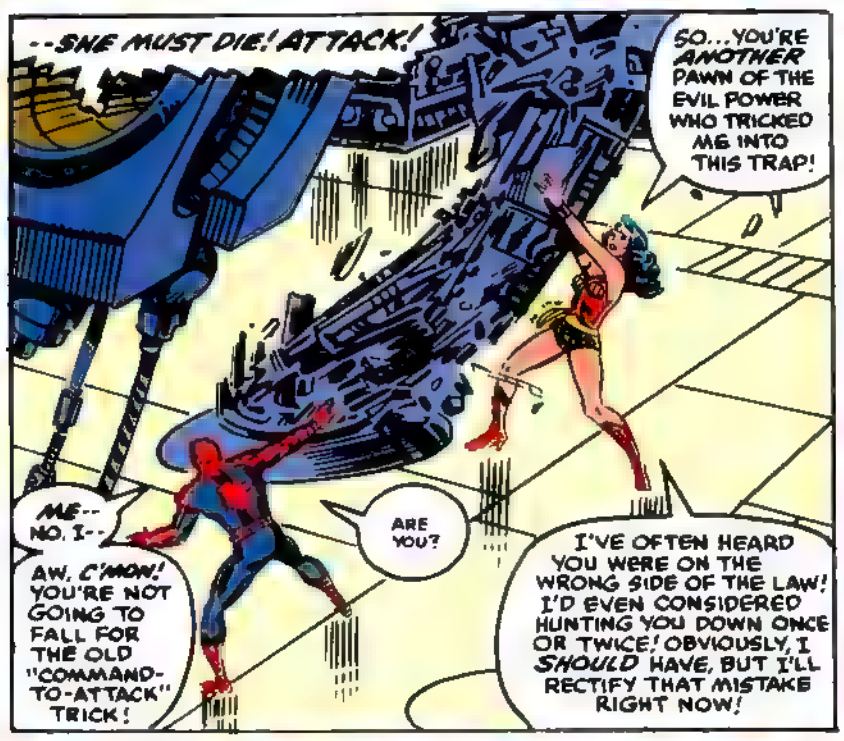

"SHE'S TERRIFIC--PRACTICALLY UN-STOPPABLE! AND SHE MAKES BO DEREK LOOK LIKE A '2'!
"SUDDENLY I'M GLAD I DIDN'T GET A DATE FOR THE EVENING! I WONDER WHAT SHE'S DOING AFTER THE BATTLE!"

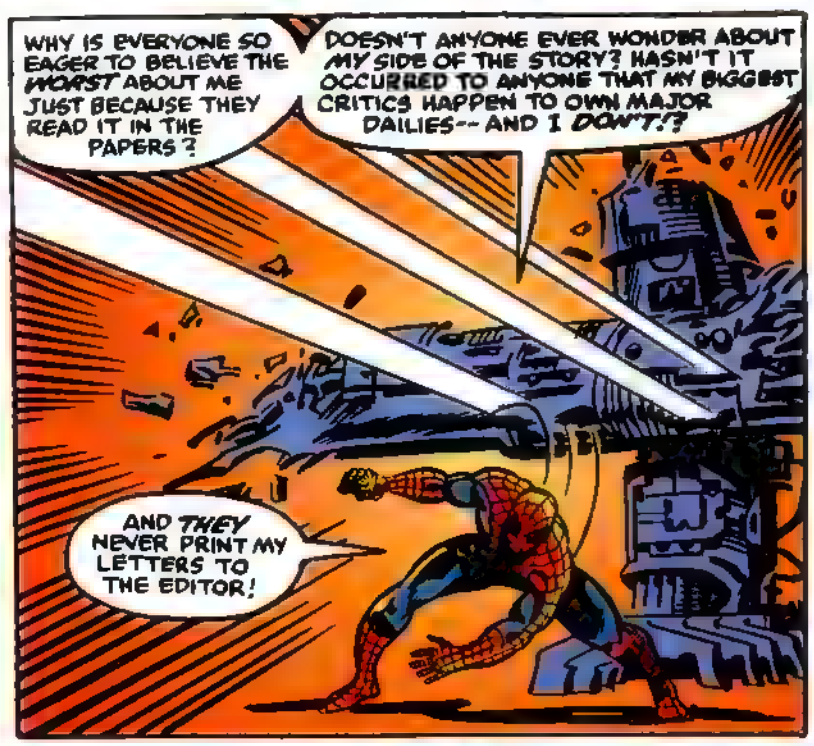

MEANWHILE, IN OMEGA ONE, IN MANHATTAN...
STILL MY SOLDIERS CANNOT SUBDUE HER! THOSE BLUNDERING DOLTS!
BAH! I SHOULD HAVE GONE THROUGH WITH MY ORIGINAL PLAN TO CAPTURE HER HERE! UNDER MY DIRECT SUPER-VISION, MY FORCES WOULD HAVE BROUGHT HER QUICKLY TO HER KNEES!
LET ME GUESS, DOOM--BECAUSE OF SUPERMAN'S PRESENCE IN NEW YORK, YOU DECIDED IT WAS TOO RISKY TO ATTACK HER HERE--
--SO YOU EMPLOYED AN ALTER-NATE PLAN--LURED HER TO METROP-OLIS--


--AND NOW YOUR ENTIRE, GRANDIOSE, SECRET SCHEME IS COMING UNDONE BEFORE YOUR EYES!
SILENCE! I NEED ONLY BUY A FEW PRECIOUS SECONDS FOR MY REINFORCE-MENTS TO ARRIVE!
WHAT?! SPIDER-MAN!

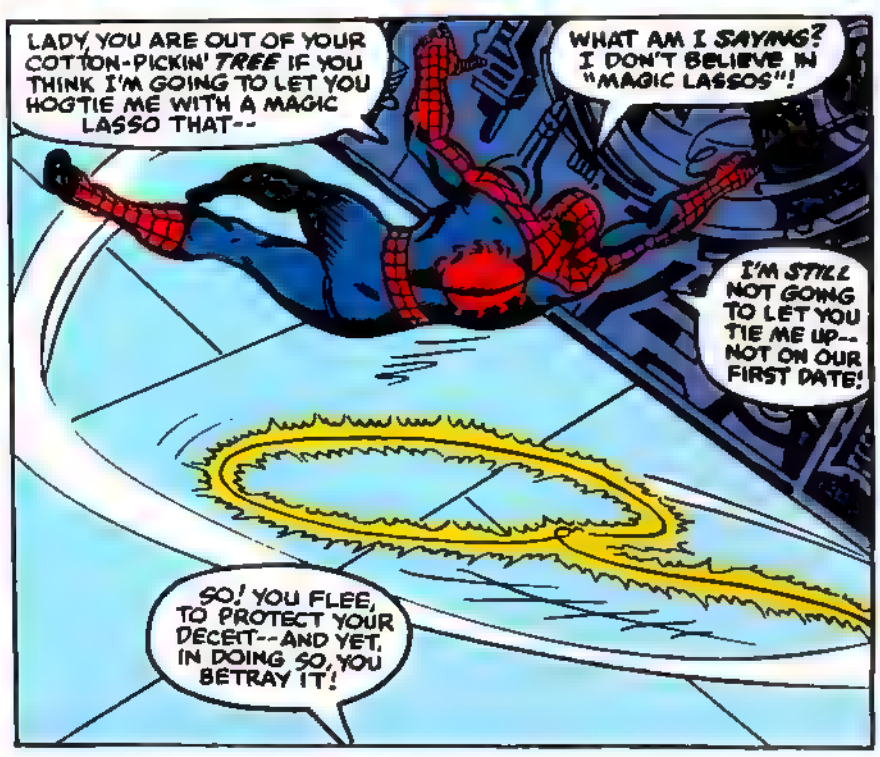

AND AT THAT MOMENT, BACK AT THE METROPOLIS INSTALLATION...
WHO GOES THERE--?
SPIDER-MAN?!
THAT'S ME!
AT LEAST SHE RECOGNIZES ME! FIGURES! SHE USED TO LIVE IN NEW YORK! IT'S STRANGE THAT WE NEVER RAN INTO EACH OTHER THERE! OH, WELL... IT'S A BIG TOWN!

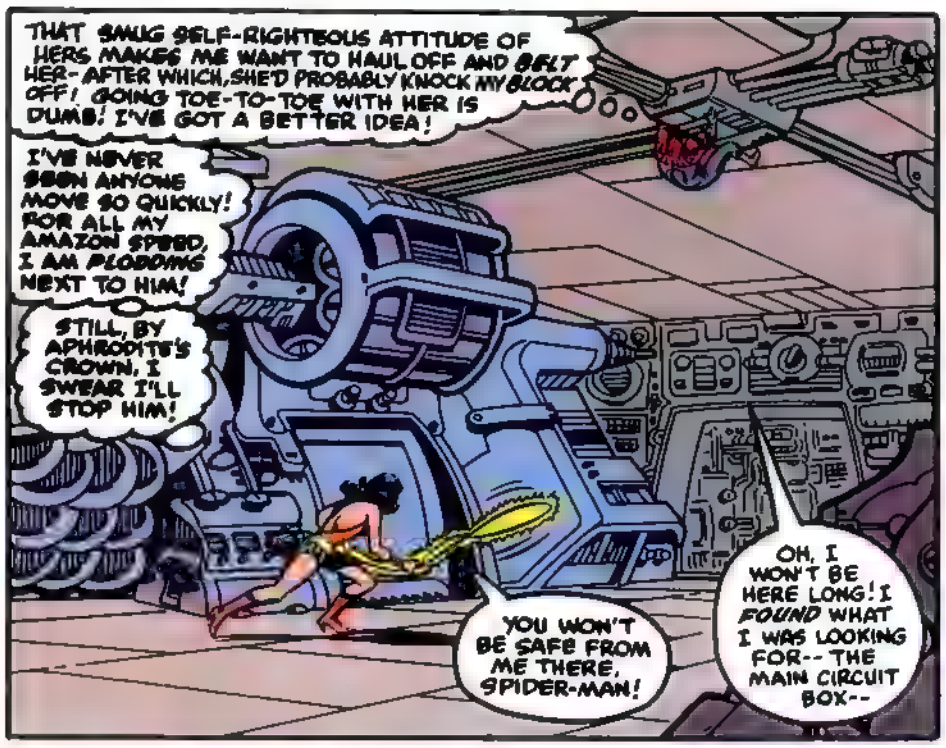
AND...
OBVIOUSLY, THAT WEBBED NUISANCE STUMBLED ACROSS MY METROPOLIS OMEGA COMPLEX BY SHEER CHANCE, AIDED BY HIS UNIQUE INSTINCTS!
FOR ONCE, FORTUNE SMILES UPON ME!
WHAT'S THAT SUPPOSED TO MEAN?
QUIET! SHE HAS SEEN HIM! THIS IS THE MOMENT!
BEHOLD YOUR QUARRY, SPIDER-MAN! THE FEMALE IS OUR ENEMY--


--SHE MUST DIE! ATTACK!
SO... YOU'RE ANOTHER PAWN OF THE EVIL POWER WHO TRICKED ME INTO THIS TRAP!
ME-- NO, I--
ARE YOU?
AW, C'MON! YOU'RE NOT GOING TO FALL FOR THE OLD "COMMAND-TO-ATTACK" TRICK!
I'VE OFTEN HEARD YOU WERE ON THE WRONG SIDE OF THE LAW! I'D EVEN CONSIDERED HUNTING YOU DOWN ONCE OR TWICE! OBVIOUSLY, I SHOULD HAVE, BUT I'LL RECTIFY THAT MISTAKE RIGHT NOW!


WHY IS EVERYONE SO EAGER TO BELIEVE THE WORST ABOUT ME JUST BECAUSE THEY READ IT IN THE PAPERS?
DOESN'T ANYONE EVER WONDER ABOUT MY SIDE OF THE STORY? HASN'T IT OCCURRED TO ANYONE THAT MY BIGGEST CRITICS HAPPEN TO OWN MAJOR DAILIES-- AND I DON'T!?
AND THEY NEVER PRINT MY LETTERS TO THE EDITOR!

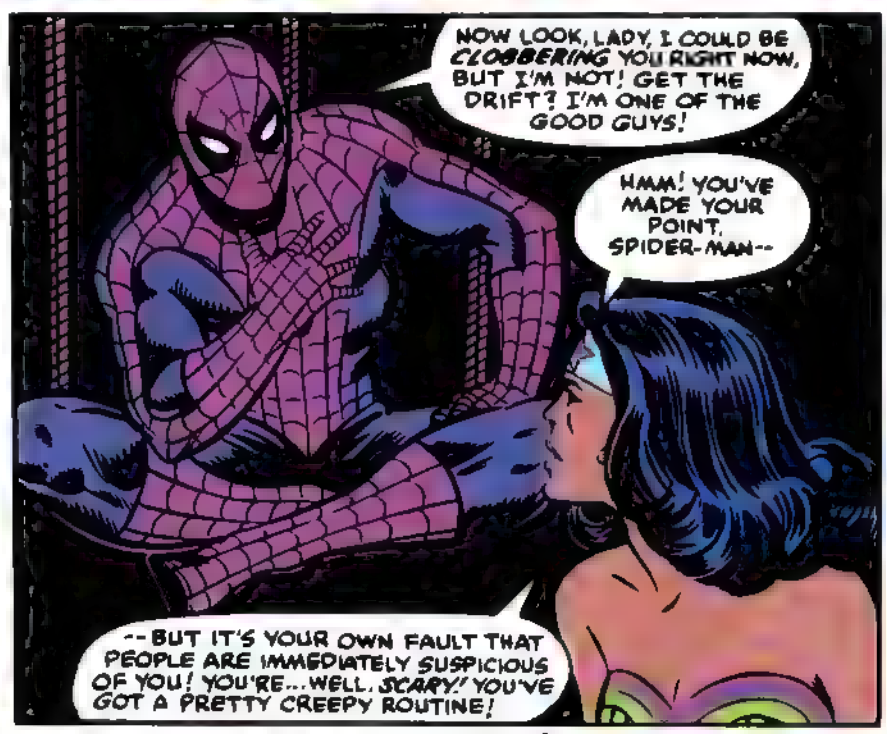
YOUR WORDS HAVE THE RING OF GLIB TREACHERY, SPIDER-MAN!
MY MAGIC LASSO HAS THE POWER TO FORCE THE TRUTH FROM THOSE IT SNARES!
IF YOU AREN'T IN LEAGUE WITH WHOEVER LURED ME HERE, YOU HAVE NOTHING TO FEAR FROM IT--OR FROM ME!


LADY, YOU ARE OUT OF YOUR COTTON-PICKIN' TREE IF YOU THINK I'M GOING TO LET YOU HOGTIE ME WITH A MAGIC LASSO THAT--
WHAT AM I SAYING? I DON'T BELIEVE IN "MAGIC LASSOS"!
I'M STILL NOT GOING TO LET YOU TIE ME UP-- NOT ON OUR FIRST DATE!
SO! YOU FLEE, TO PROTECT YOUR DECEIT--AND YET, IN DOING SO, YOU BETRAY IT!

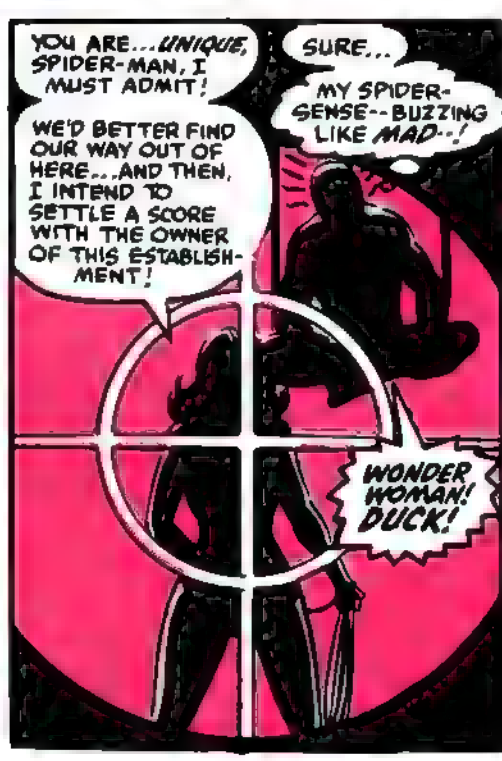

THAT SMUG SELF-RIGHTEOUS ATTITUDE OF HERS MAKES ME WANT TO HAUL OFF AND BELT HER- AFTER WHICH, SHE'D PROBABLY KNOCK MY BLOCK OFF! GOING TOE-TO-TOE WITH HER IS DUMB! I'VE GOT A BETTER IDEA!
I'VE NEVER SEEN ANYONE MOVE SO QUICKLY! FOR ALL MY AMAZON SPEED, I AM PLODDING NEXT TO HIM!
STILL, BY APHRODITE'S CROWN, I SWEAR I'LL STOP HIM!
YOU WON'T BE SAFE FROM ME THERE, SPIDER-MAN!
OH, I WON'T BE HERE LONG! I FOUND WHAT I WAS LOOKING FOR-- THE MAIN CIRCUIT BOX--

--FOR THE LIGHTS! OOPS! I ACCIDENTALLY RIPPED OUT EVERY SINGLE CIRCUIT!
SILLY ME!
THE ROOM'S GONE PITCH BLACK!

THAT'S RIGHT!
NOW, ME, I'M RIGHT AT HOME IN THE DARK 'CAUSE I'VE GOT HANDY-DANDY SPIDER-SENSE, PATENT PENDING!
WHA--?
RELAX! I WON'T HIT YOU!
YOU KNOW THAT GLOWING ROPE IS A REAL HANDICAP IN A SITUATION LIKE THIS!


NOW LOOK, LADY, I COULD BE CLOBBERING YOU RIGHT NOW, BUT I'M NOT! GET THE DRIFT? I'M ONE OF THE GOOD GUYS!
HMM! YOU'VE MADE YOUR POINT, SPIDER-MAN--
--BUT IT'S YOUR OWN FAULT THAT PEOPLE ARE IMMEDIATELY SUSPICIOUS OF YOU! YOU'RE...WELL, SCARY! YOU'VE GOT A PRETTY CREEPY ROUTINE!

"YEAH, I KNOW! MOST PEOPLE HAVE A THING ABOUT SPIDERS! BY THE WAY, DO YOU THINK IT'S TOO EARLY IN OUR RELATIONSHIP TO CONSIDER MARRIAGE?"
OUR INFRA-GOGGLES WORK PERFECTLY! WE CAN SEE THEM CLEARLY!
QUIET! WE MUST TAKE THEM BY SURPRISE! PRIME YOUR CONCUSSION RAYS!


YOU ARE...UNIQUE, SPIDER-MAN, I MUST ADMIT!
SURE...
MY SPIDER-SENSE--BUZZING LIKE MAD--!
WE'D BETTER FIND OUR WAY OUT OF HERE...AND THEN, I INTEND TO SETTLE A SCORE WITH THE OWNER OF THIS ESTABLISHMENT!
WONDER WOMAN! DUCK!

OOOF!
DIRECT HIT ON PRIMARY TARGET!

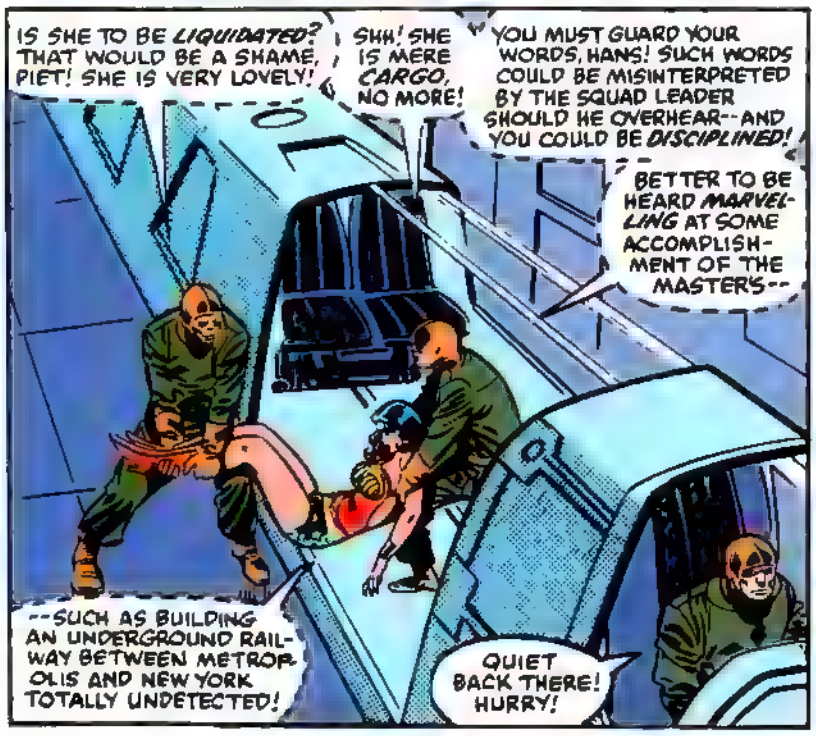
SQUAD "A"! SECURE THE WOMAN! SQUAD "B" GET--
UHH!
SQUAD "B" BREAK FOR MILK AND COOKIES!
C'MON, GUYS, TAKE FIVE, WILLYA?
OH, ALL RIGHT THEN, WE'LL DO IT THE HARD WAY!

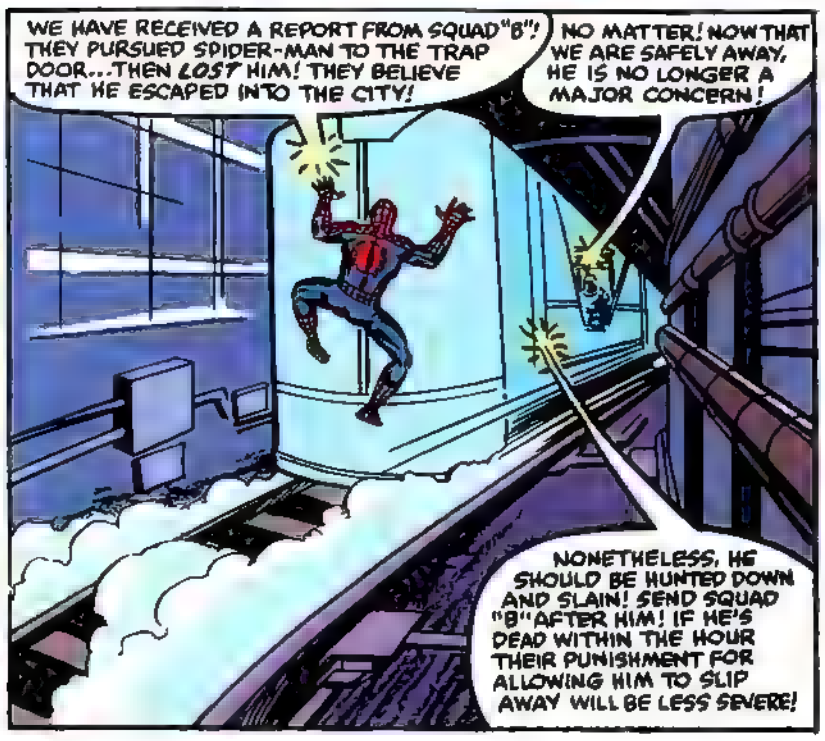
SPIDER-MAN! GET AWAY! RUN!
OOHH!
WONDER WOMAN IS NOT YET DOWN!
MAINTAIN FIRE!
WE ARE! SHE'S TAKEN ENOUGH BLASTS TO BATTER DOWN A MOUNTAIN!
LOOK! AT LAST SHE FALLS!

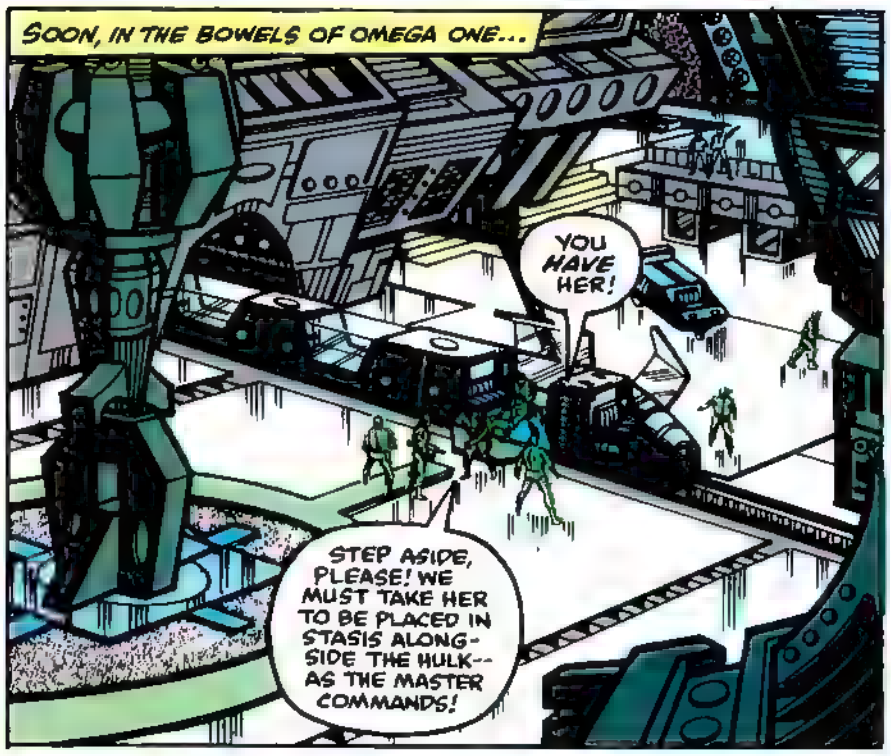
EXCELLENT! TAKE HER!
THE REST OF YOU--GET SPIDER-MAN! THE MASTER HAS NO USE FOR HIM! USE LETHAL FORCE!
HE IS TOO FAST TO PICK OFF! BEGIN PATTERN FIRE SEQUENCE!

IT'S NO USE! I CAN'T GET PAST THOSE BLASTERS! THEY'RE GETTING AWAY WITH WONDER WOMAN!
I'D BETTER PULL SOMETHING OUT OF MY HAT--QUICK!
HE'S FLEEING--! HEADING FOR THE BUILDING-SITE TRAP-DOOR! AFTER HIM!

MEANWHILE...
I DO NOT LIKE THIS! SQUAD "B" SHOULD HAVE REPORTED SPIDER-MAN'S DESTRUCTION BY NOW!
FORGET THEM! OUR JOB IS TO DELIVER WONDER WOMAN TO THE MASTER AS QUICKLY AS POSSIBLE! ON TO THE TUBE TRAIN!


IS SHE TO BE LIQUIDATED? THAT WOULD BE A SHAME, PIET! SHE IS VERY LOVELY!
SHH! SHE IS MERE CARGO, NO MORE!
YOU MUST GUARD YOUR WORDS, HANS! SUCH WORDS COULD BE MISINTERPRETED BY THE SQUAD LEADER SHOULD HE OVERHEAR--AND YOU COULD BE DISCIPLINED!
BETTER TO BE HEARD MARVELLING AT SOME ACCOMPLISHMENT OF THE MASTER'S--
--SUCH AS BUILDING AN UNDERGROUND RAILWAY BETWEEN METROPOLIS AND NEW YORK TOTALLY UNDETECTED!
QUIET BACK THERE! HURRY!

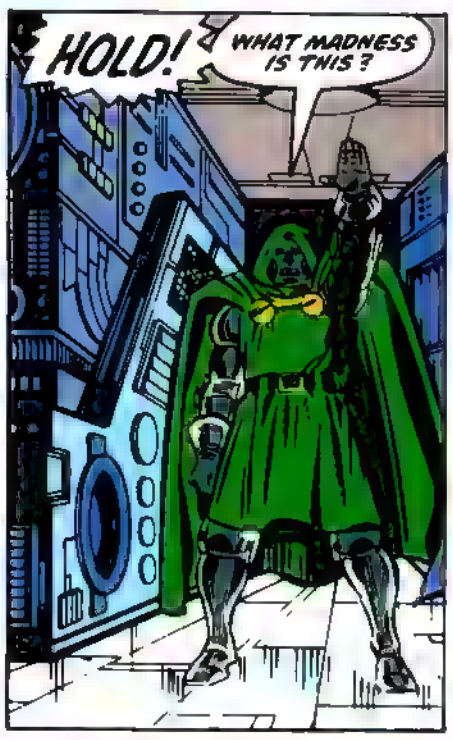

WE HAVE RECEIVED A REPORT FROM SQUAD "B"! THEY PURSUED SPIDER-MAN TO THE TRAP DOOR...THEN LOST HIM! THEY BELIEVE THAT HE ESCAPED INTO THE CITY!
NO MATTER! NOW THAT WE ARE SAFELY AWAY, HE IS NO LONGER A MAJOR CONCERN!
NONETHELESS, HE SHOULD BE HUNTED DOWN AND SLAIN! SEND SQUAD "B" AFTER HIM! IF HE'S DEAD WITHIN THE HOUR THEIR PUNISHMENT FOR ALLOWING HIM TO SLIP AWAY WILL BE LESS SEVERE!

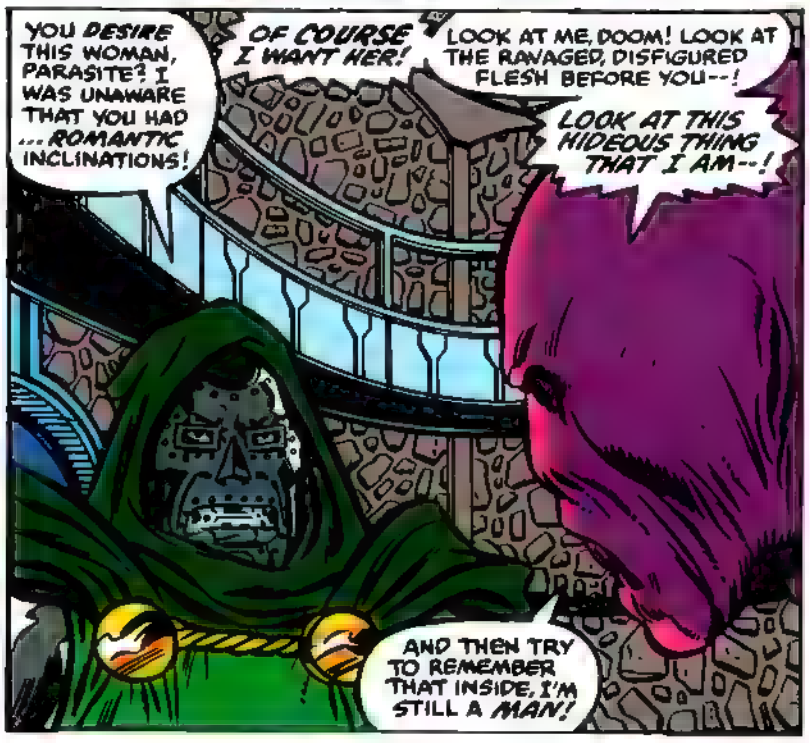

SOON, IN THE BOWELS OF OMEGA ONE...
YOU HAVE HER!
STEP ASIDE, PLEASE! WE MUST TAKE HER TO BE PLACED IN STASIS ALONGSIDE THE HULK--AS THE MASTER COMMANDS!

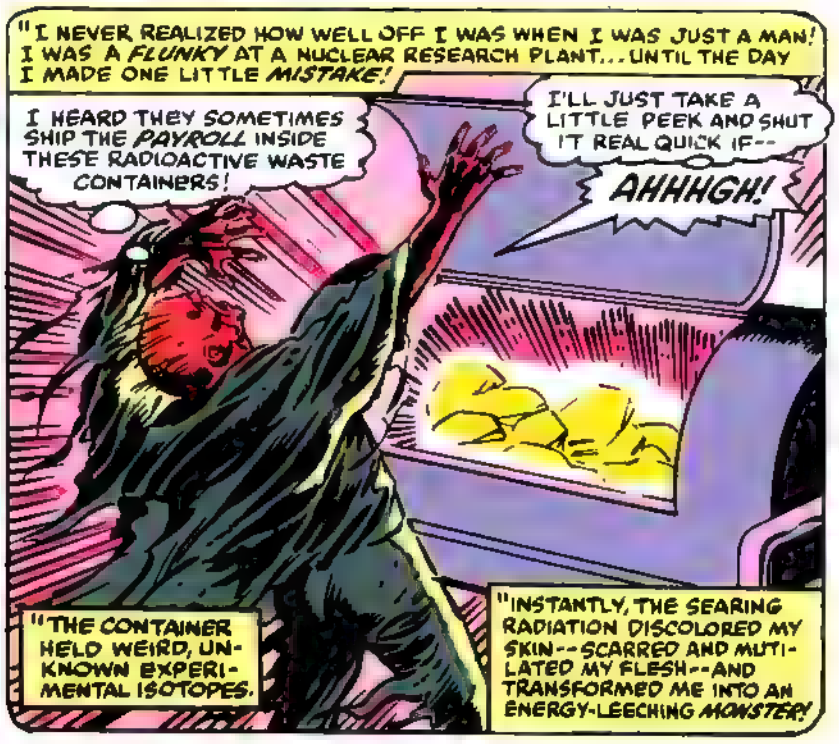
"AS THE MASTER COMMANDS"... BAM!
LISTEN! I COUNTERMAND THAT ORDER! PUT HER DOWN IMMEDIATELY! I WANT HER!
DON'T YOU HEAR ME? THE PARASITE COMMANDS YOU!

YOU DARE IGNORE ME?
I SAID DROP HER! SHE'S MINE!
UHH!
WHAK!

THE SQUAD LEADER IS DEAD!
THAT WAS NO ORDINARY PUNCH! THE PARASITE ABSORBED HIS BIO-ENERGY -- ALL OF IT!
EXACTLY! NOW LEAVE THE WOMAN WITH ME OR SUFFER THE SAME FATE!
YOU DARE NOT FIRE! YOU KNOW THAT YOUR MASTER NEEDS ME!


HOLD!
WHAT MADNESS IS THIS?


YOU DESIRE THIS WOMAN, PARASITE? I WAS UNAWARE THAT YOU HAD ... ROMANTIC INCLINATIONS!
OF COURSE I WANT HER!
LOOK AT ME, DOOM! LOOK AT THE RAVAGED, DISFIGURED FLESH BEFORE YOU--!
LOOK AT THIS HIDEOUS THING THAT I AM--!
AND THEN TRY TO REMEMBER THAT INSIDE, I'M STILL A MAN!


"I NEVER REALIZED HOW WELL OFF I WAS WHEN I WAS JUST A MAN! I WAS A FLUNKY AT A NUCLEAR RESEARCH PLANT... UNTIL THE DAY I MADE ONE LITTLE MISTAKE!
I HEARD THEY SOMETIMES SHIP THE PAYROLL INSIDE THESE RADIOACTIVE WASTE CONTAINERS!
I'LL JUST TAKE A LITTLE PEEK AND SHUT IT REAL QUICK IF--
AHHHGH!
"THE CONTAINER HELD WEIRD, UNKNOWN EXPERIMENTAL ISOTOPES.
"INSTANTLY, THE SEARING RADIATION DISCOLORED MY SKIN--SCARRED AND MUTILATED MY FLESH--AND TRANSFORMED ME INTO AN ENERGY-LEECHING MONSTER!

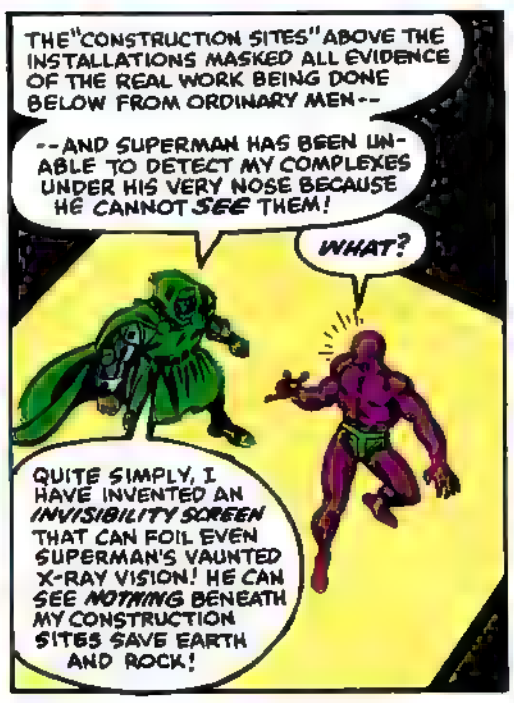
LOOK AT ME, DOOM! SEE BEFORE YOU THIS WRETCHED CREATURE WHO LONGS TO EAT... TO SLEEP...TO LOVE...BUT IS DENIED ALL THE SIMPLE PLEASURES OF MEN SINCE MY BODY WAS TRANSFORMED!
YES, I DESIRE HER--BUT I CANNOT HAVE HER, DOOM--I CAN ONLY STEAL HER AWESOME POWER AND FEEL IT SURGING, BURNING WITHIN ME!
POWER IS ALL THAT IS LEFT FOR ME TO LUST FOR! I WANT IT! NOW!
I...SEE!

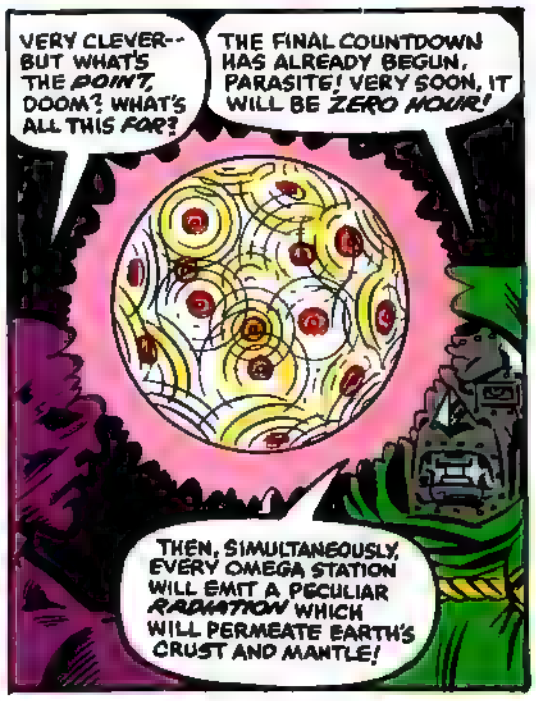
VICTOR VON DOOM IS NOT WITHOUT COMPASSION! INDEED, WE ARE MORE ALIKE THAN YOU KNOW, MY FRIEND!
PERHAPS I HAVE ERRED IN NOT TAKING YOU INTO MY FULL CONFIDENCE BEFORE NOW! ALLOW ME FIRST TO REVEAL TO YOU THE SECRETS OF PROJECT OMEGA--
--AND THEN YOU SHALL HAVE THE POWER YOU CRAVE!

WHAT IS THAT? WHAT ARE YOU DOING?
I AM MERELY ACTIVATING THE MICROMINIATURE HOLOGRAPHIC PROJECTOR BUILT INTO MY GLOVE--I'LL ILLUSTRATE WHAT I AM ABOUT TO EXPLAIN!
BEHOLD, PARASITE!

THESE ARE THE LOCATIONS OF MY OMEGA INSTALLATIONS AROUND THE WORLD!
THEY ARE IN EVERY COUNTRY--IN EVERY MAJOR CITY! JUST TO PURCHASE THE LAND THEY'RE BUILT UNDER--SECRETLY, THROUGH AGENTS AND DUMMY CORPORATIONS--WAS A GARGANTUAN TASK!
INCREDIBLE! THAT ALONE MUST HAVE COST YOU BILLIONS, DOOM!

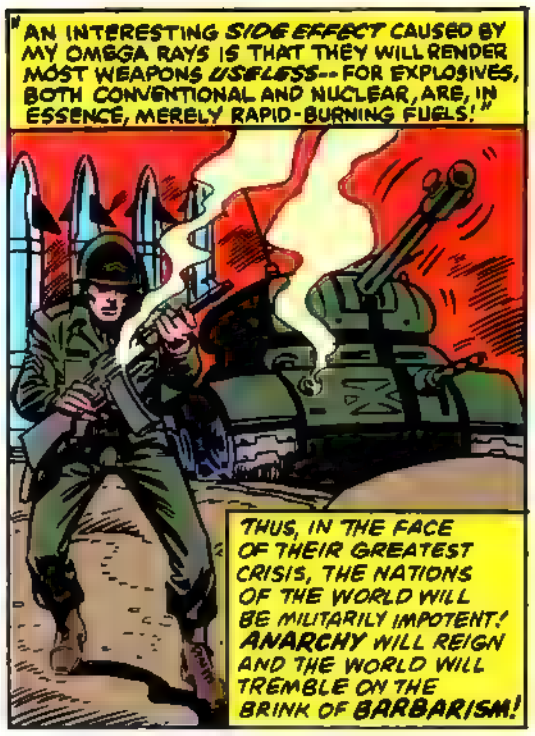
MANY... BILLIONS!
WHAT YOU SEE NOW IS A CROSS-SECTION OF A TYPICAL INSTALLATION! OBSERVE HOW FAR IT MUST EXTEND UNDERGROUND TO HOUSE ITS VAST, COMPLEX MACHINERY!
BASEMENT
500 METERS
HOW CAN IT BE THAT NO ONE--NOT EVEN SUPERMAN--HAS DETECTED ANY OF THESE ENORMOUS CONSTRUCTS?


THE "CONSTRUCTION SITES" ABOVE THE INSTALLATIONS MASKED ALL EVIDENCE OF THE REAL WORK BEING DONE BELOW FROM ORDINARY MEN--
--AND SUPERMAN HAS BEEN UNABLE TO DETECT MY COMPLEXES UNDER HIS VERY NOSE BECAUSE HE CANNOT SEE THEM!
WHAT?
QUITE SIMPLY, I HAVE INVENTED AN INVISIBILITY SCREEN THAT CAN FOIL EVEN SUPERMAN'S VAUNTED X-RAY VISION! HE CAN SEE NOTHING BENEATH MY CONSTRUCTION SITES SAVE EARTH AND ROCK!


VERY CLEVER--BUT WHAT'S THE POINT, DOOM? WHAT'S ALL THIS FOR?
THE FINAL COUNTDOWN HAS ALREADY BEGUN, PARASITE! VERY SOON, IT WILL BE ZERO HOUR!
THEN, SIMULTANEOUSLY, EVERY OMEGA STATION WILL EMIT A PECULIAR RADIATION WHICH WILL PERMEATE EARTH'S CRUST AND MANTLE!

"--AND AT THAT MOMENT, EVERY MOLECULE OF FOSSIL FUEL ON THIS PLANET WILL BE TRANSMUTED INTO SAND!
"THINK OF IT! EVERY OUNCE OF COAL... EVERY DROP OF GASOLINE, KEROSENE, AND OIL RENDERED UNBURNABLE IN ONE CATACLYSMIC SECOND!
"THEN, AFTER A SLIGHT ADJUSTMENT, I WILL ACTIVATE MY MACHINES AGAIN, AND DESTROY ALL ATOMIC FUELS!

"IMAGINE THE CHAOS, PARASITE, AS COMMERCE AND INDUSTRY, BEREFT OF THE ENERGY THAT IS THEIR LIFEBLOOD, GRIND TO A HALT!
"IMAGINE THE PANIC AS A FEARFUL WORLD REALIZES THAT WITHOUT POWER, IN THE COLDER CLIMES, BILLIONS WILL FREEZE IN THE DARK!


"AN INTERESTING SIDE EFFECT CAUSED BY MY OMEGA RAYS IS THAT THEY WILL RENDER MOST WEAPONS USELESS-- FOR EXPLOSIVES, BOTH CONVENTIONAL AND NUCLEAR, ARE, IN ESSENCE, MERELY RAPID-BURNING FUELS!"
THUS, IN THE FACE OF THEIR GREATEST CRISIS, THE NATIONS OF THE WORLD WILL BE MILITARILY IMPOTENT! ANARCHY WILL REIGN AND THE WORLD WILL TREMBLE ON THE BRINK OF BARBARISM!

AND THEN?
THEN, I, DOOM, WILL OFFER HUMANITY ENERGY ONCE AGAIN FROM THE ONLY MAJOR SOURCE REMAINING ON EARTH!
BEHOLD, PARASITE--AT THE HEART OF OMEGA ONE--MY FUSION REACTOR!
YOU WITNESS AN ACHIEVEMENT UNDREAMT OF BY THE WORLD'S FOREMOST NUCLEAR PHYSICISTS!

IT NEEDS NO ATOMIC FUEL--IT CONSUMES ONLY SIMPLE MATTER! ITS OUTPUT IS EQUIVALENT TO A SMALL STAR-- SUFFICIENT TO POWER THE TOTALITY OF CIVILIZATION!
AND IT WILL MAKE YOU KING! IMPRESSIVE, DOOM--
--BUT WHERE DO I FIT IN?

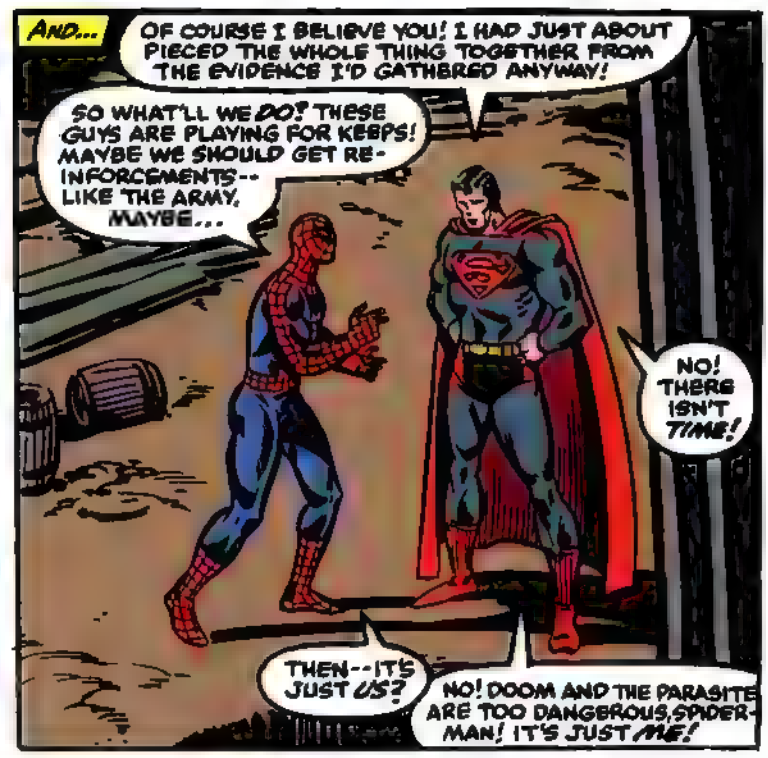
SOME WILL OPPOSE MY RULE... INCLUDING SOME BEINGS OF CONSIDERABLE MIGHT! BUT ONCE MY MACHINES HAVE ENABLED YOU TO ABSORB ALL THE POWER OF WONDER WOMAN, THE HULK AND SUPERMAN, YOU WILL SERVE AS MY INVINCIBLE PROTECTOR AGAINST THESE USURPERS!
AS SUCH YOUR PLACE WILL BE SECOND ONLY TO MINE!

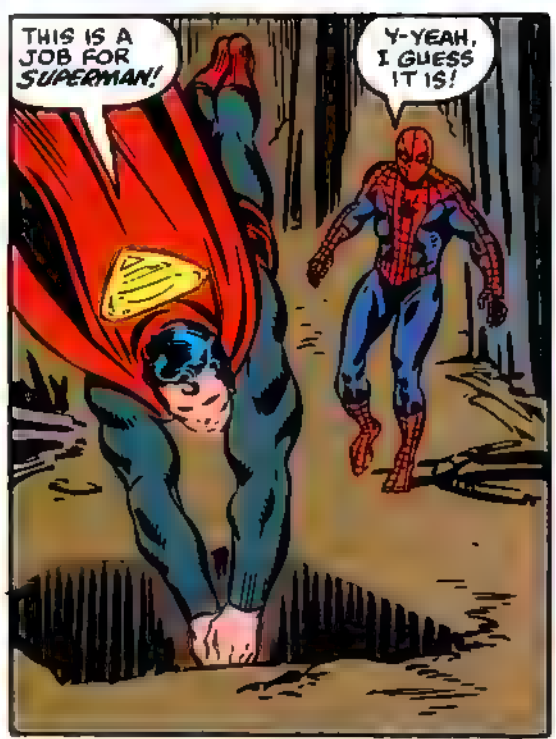
COME! ALTHOUGH SUPERMAN IS NOT YET IN OUR GRASP I HAVE ALREADY TAKEN STEPS TO ASSURE HIS CAPTURE! THERE IS NO REASON TO DELAY FEEDING YOU THE PALE BEGINNINGS OF THE POWER SOON TO BE YOURS!
YOU SHALL BECOME THE STRONG RIGHT ARM OF DOOM, MY FRIEND! I NEED YOU!
BUT ONCE I HAVE ALL THAT POWER, DOOM-- WHO NEEDS YOU?

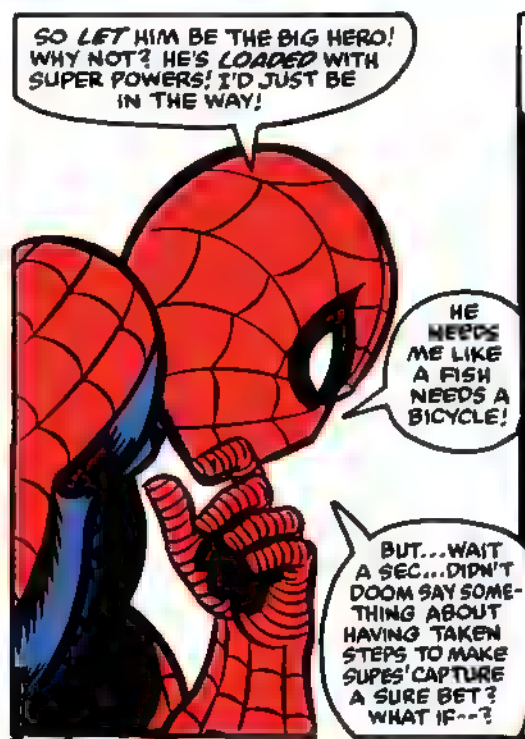
MEANWHILE, ABOVE...
I CAN'T BELIEVE ALL THAT I JUST HEARD! DOOM HAS REALLY GOT ONE COOKING THIS TIME!
THE QUESTION IS, WHAT AM I GOING TO DO ABOUT IT?
A COUPLE OF WEEKS AGO, I WOULD HAVE SWUNG DOWN THERE WITHOUT A SECOND THOUGHT AND BUSTED UP THEIR PLANS! BUT NOW-- WITH THE WAY THINGS HAVE BEEN GOING LATELY-- I'M NOT SO SURE!

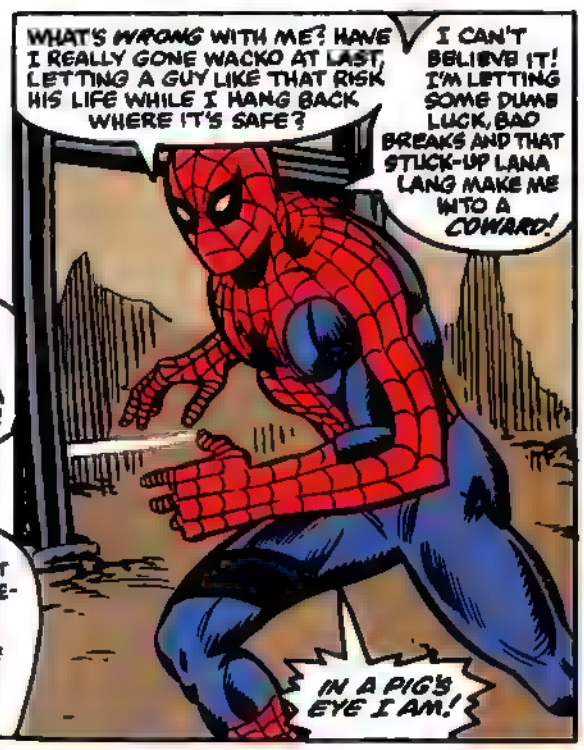
NO! I CAN'T TAKE THE CHANCE! WHAT IF I'M CAPTURED-- OR WORSE!
THIS THING'S TOO BIG TO RISK BLOWING IT! I'D BETTER SPLIT FAST BEFORE I'M SPOTTED AND GET SOME HEAVY-DUTY HELP!

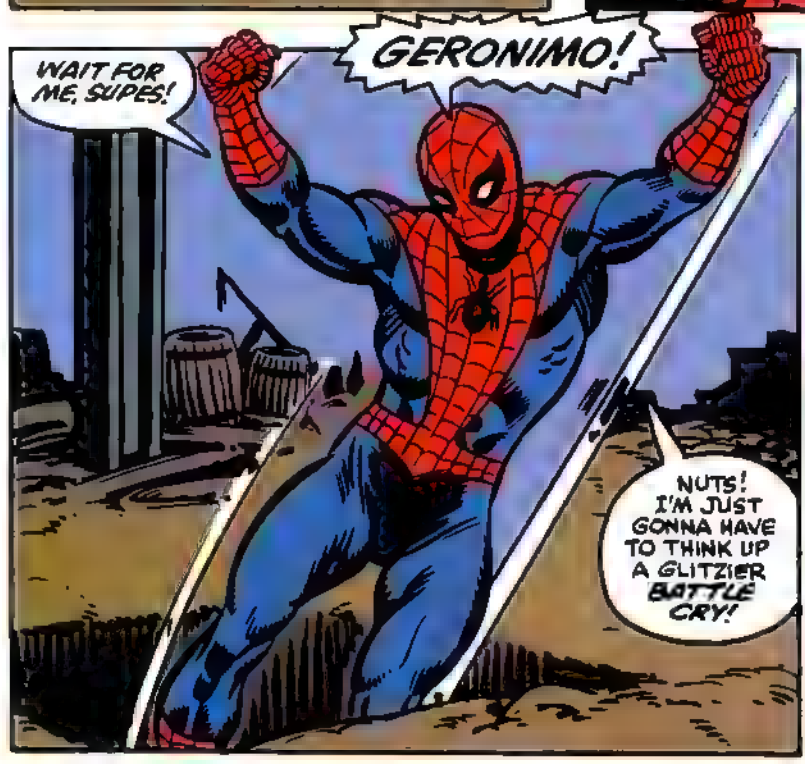
MOMENTS LATER, AS SPIDER-MAN CLAMBERS OUT OF OMEGA ONE INTO THE COOL AIR OF A MANHATTAN NIGHT...
SUPERMAN! BOY, AM I GLAD TO SEE YOU!
I WAS HOPING THAT IF I KEPT AN EYE ON THIS PLACE SOMETHING UNUSUAL MIGHT TURN UP--
--AND YOU CERTAINLY QUALIFY, SPIDER-MAN!


AND...
OF COURSE I BELIEVE YOU! I HAD JUST ABOUT PIECED THE WHOLE THING TOGETHER FROM THE EVIDENCE I'D GATHERED ANYWAY!
SO WHAT'LL WE DO? THESE GUYS ARE PLAYING FOR KEEPS! MAYBE WE SHOULD GET REINFORCEMENTS-- LIKE THE ARMY, MAYBE...
NO! THERE ISN'T TIME!
THEN--IT'S JUST US?
NO! DOOM AND THE PARASITE ARE TOO DANGEROUS, SPIDER-MAN! IT'S JUST ME!

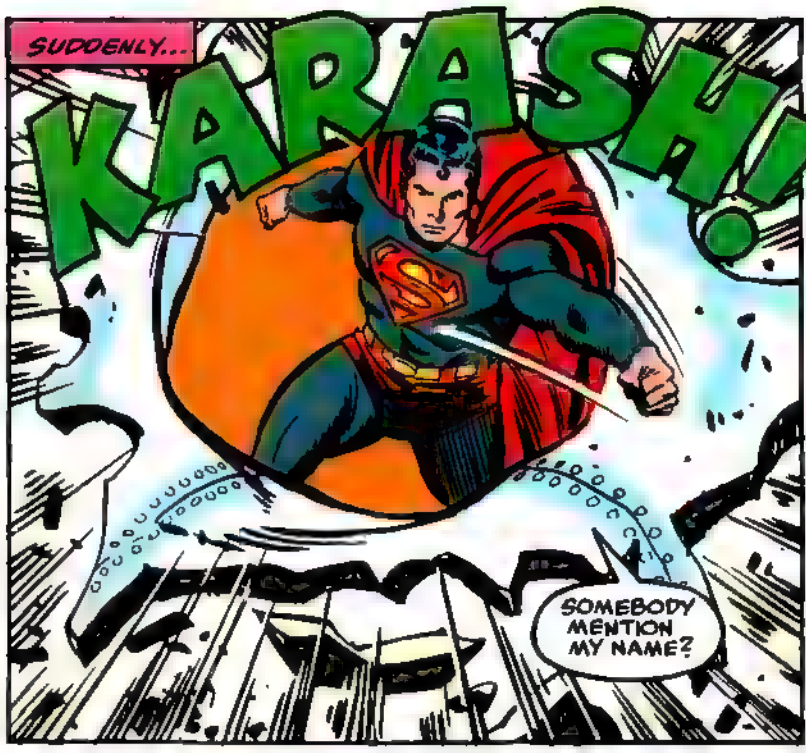

THIS IS A JOB FOR SUPERMAN!
Y-YEAH, I GUESS IT IS!

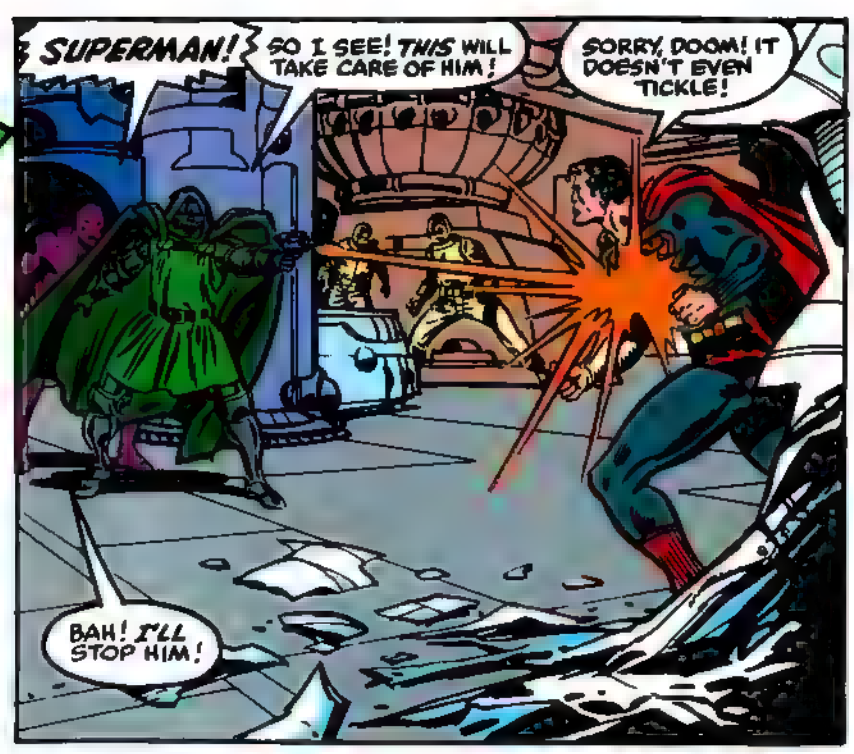

SO LET HIM BE THE BIG HERO! WHY NOT? HE'S LOADED WITH SUPER POWERS! I'D JUST BE IN THE WAY!
HE NEEDS ME LIKE A FISH NEEDS A BICYCLE!
BUT...WAIT A SEC...DIDN'T DOOM SAY SOMETHING ABOUT HAVING TAKEN STEPS TO MAKE SUPES' CAPTURE A SURE BET? WHAT IF--?


WHAT'S WRONG WITH ME? HAVE I REALLY GONE WACKO AT LAST, LETTING A GUY LIKE THAT RISK HIS LIFE WHILE I HANG BACK WHERE IT'S SAFE?
I CAN'T BELIEVE IT! I'M LETTING SOME DUMB LUCK, BAD BREAKS AND THAT STUCK-UP LANA LANG MAKE ME INTO A COWARD!
IN A PIG'S EYE I AM!

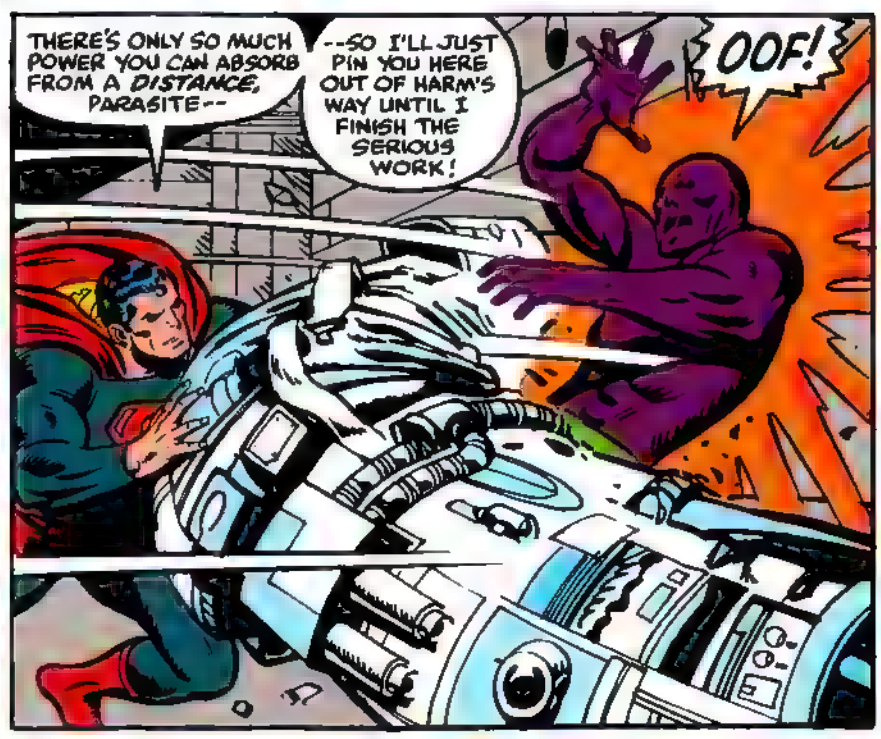

WAIT FOR ME, SUPES!
GERONIMO!
NUTS! I'M JUST GONNA HAVE TO THINK UP A GLITZIER BATTLE CRY!

MEANWHILE, FAR BELOW...
YOU COULD ABSORB THE POWER OF WONDER WOMAN AND THE HULK UNAIDED, PARASITE--BUT YOUR CELLS SEEM TO QUICKLY DISSIPATE THE ENERGY THEY STEAL!
MY ENERVATOR HARNESS WILL ENHANCE THE ABSORPTION PROCESS--ENABLING YOU TO RETAIN THEIR POWER INDEFINITELY! THEY WILL DIE, OF COURSE--
GOOD! HURRY, LET ME DRAIN THEM DRY AND THEN BRING ME SUPERMAN TO SLAY AS WELL--
--AND, PERHAPS, AT LAST, THE GNAWING HUNGER THAT PLAGUES ME WILL END!


SUDDENLY...
KARASH!
SOMEBODY MENTION MY NAME?

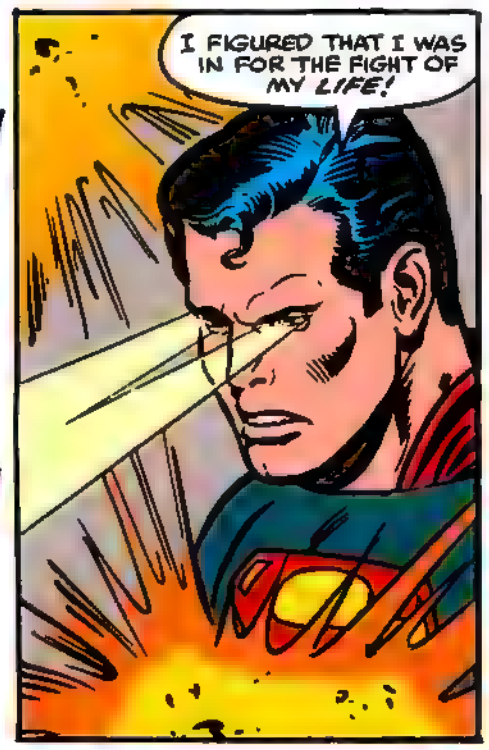

SUPERMAN!
SO I SEE! THIS WILL TAKE CARE OF HIM!
SORRY, DOOM! IT DOESN'T EVEN TICKLE!
BAH! I'LL STOP HIM!

I CAN'T YET SAP ALL YOUR INCREDIBLE MIGHT, SUPERMAN-- BUT I CAN SIPHON OFF ENOUGH TO BRING YOU TO YOUR KNEES!
DON'T YOU THINK THAT BY NOW I KNOW BETTER THAN TO LET YOU TOUCH ME?


THERE'S ONLY SO MUCH POWER YOU CAN ABSORB FROM A DISTANCE, PARASITE--
--SO I'LL JUST PIN YOU HERE OUT OF HARM'S WAY UNTIL I FINISH THE SERIOUS WORK!
OOF!

THE PARASITE IS HELPLESS!
WE MUST PROTECT THE MASTER!
FIRE!

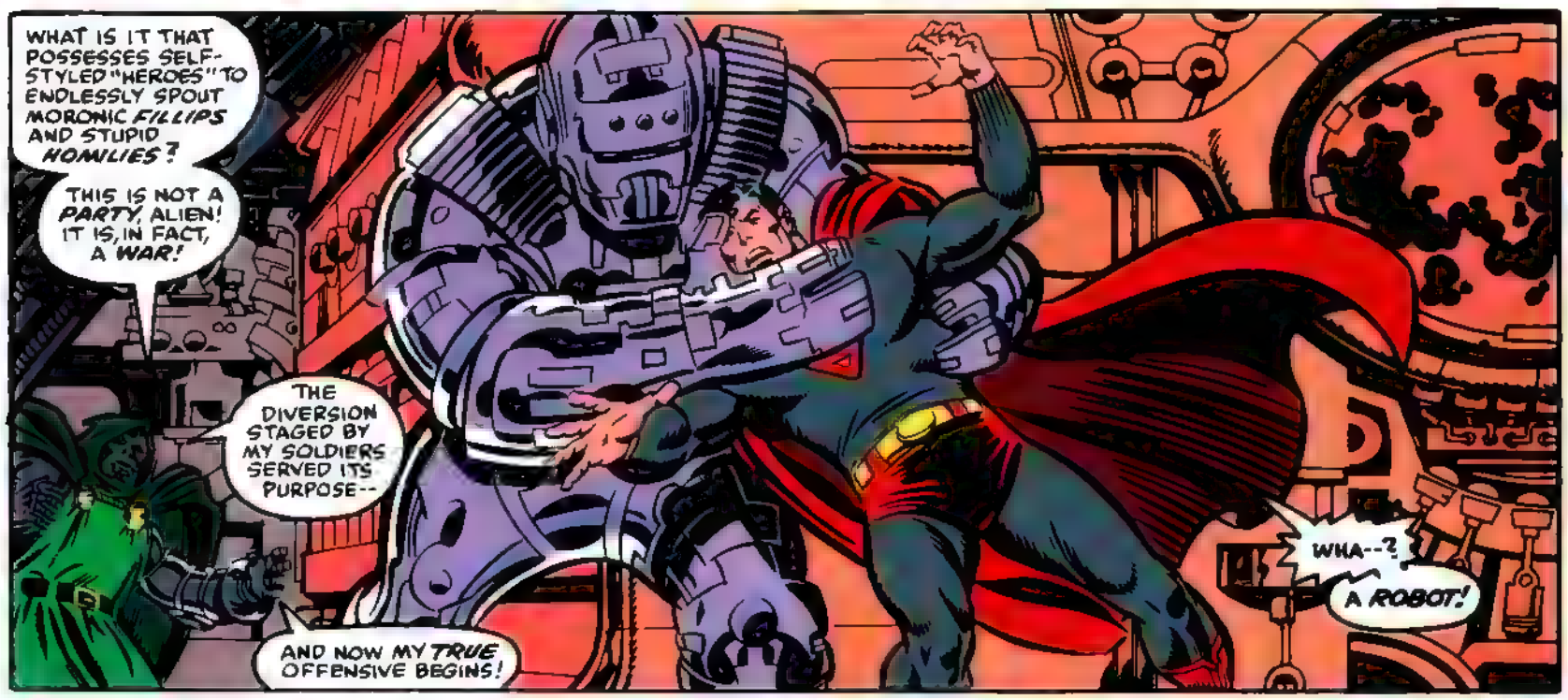
I'M ALMOST DISAPPOINTED IN YOU, DOOM!
BLAM!
ZLAK!
BOOM!
KRAK!

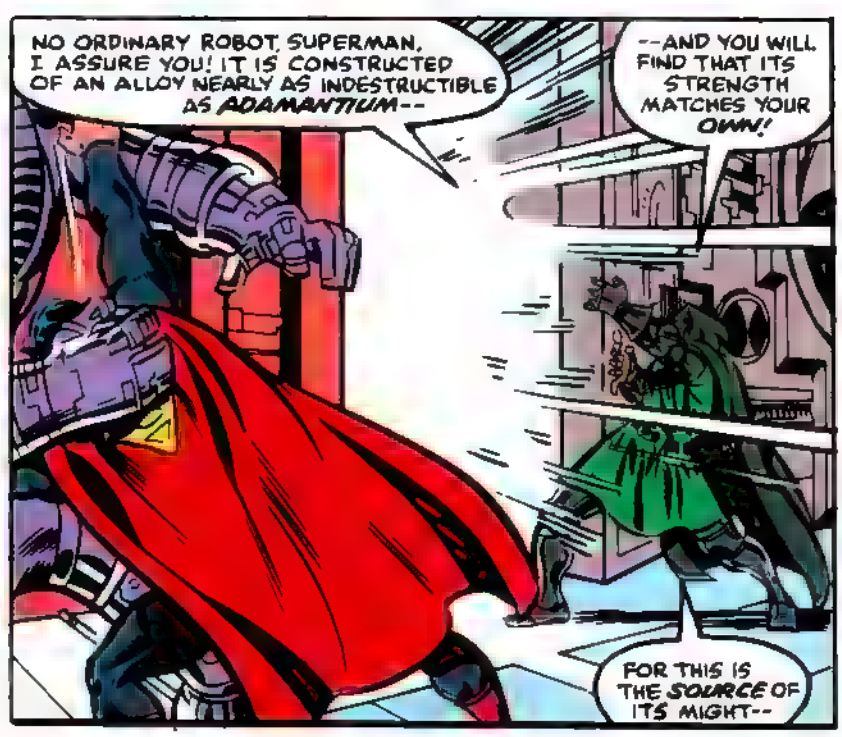

I FIGURED THAT I WAS IN FOR THE FIGHT OF MY LIFE!

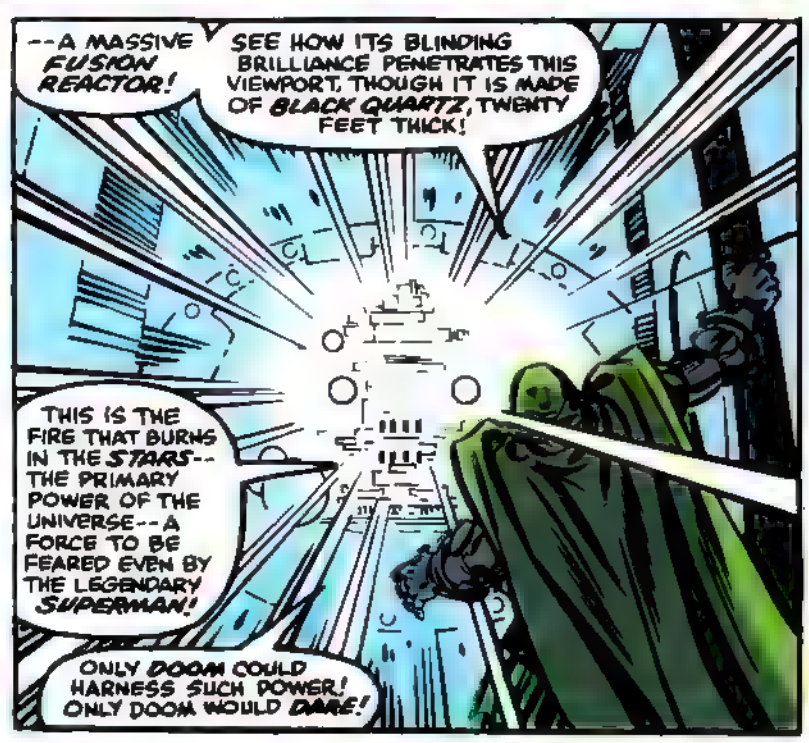
BUT THIS ISN'T EVEN LIGHT EXERCISE!
OUR WEAPONS!
WITH A GLANCE HE MELTED THEM!

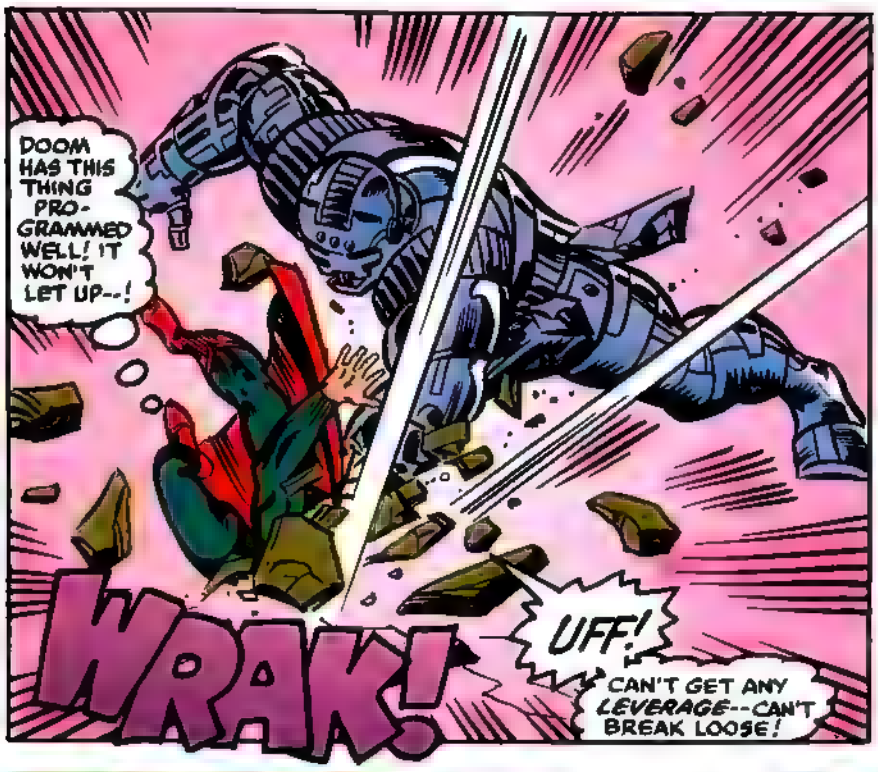
WHOOSH!

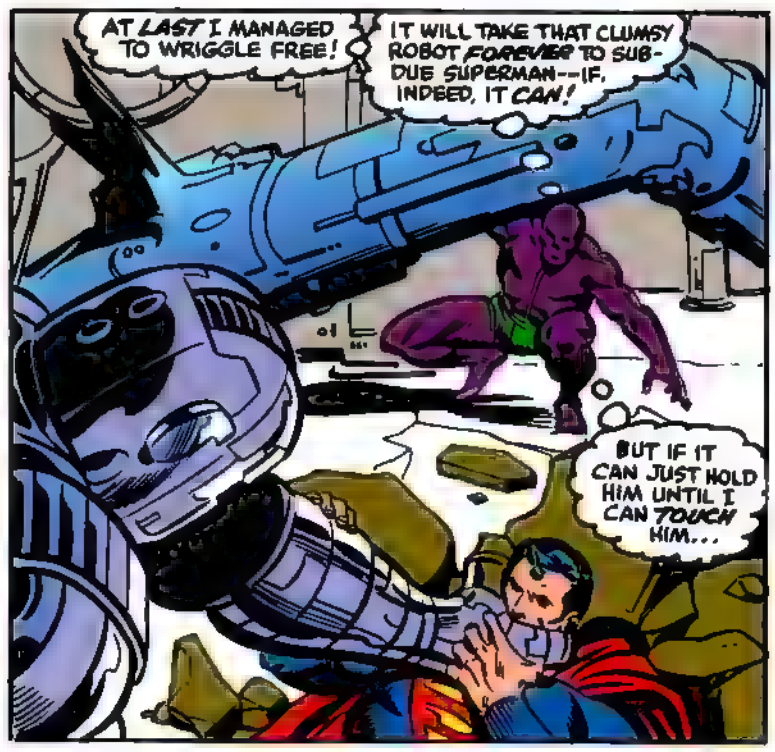
AIEEE!
HE--HE BLEW US AWAY!
WE ARE AS GNATS BEFORE A COLOSSUS!
ANYTHING ELSE YOU'D LIKE TO TRY, DOOM--? OR ARE YOU READY TO ADMIT THE PARTY'S OVER?

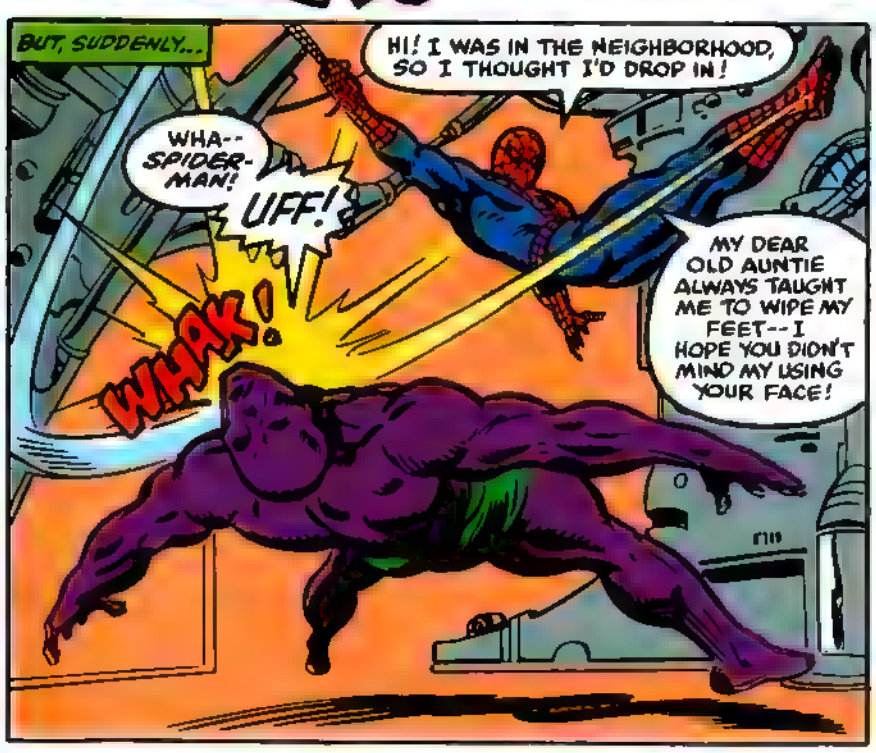

WHAT IS IT THAT POSSESSES SELF-STYLED "HEROES" TO ENDLESSLY SPOUT MORONIC FILLIPS AND STUPID HOMILIES?
THIS IS NOT A PARTY, ALIEN! IT IS, IN FACT, A WAR!
THE DIVERSION STAGED BY MY SOLDIERS SERVED ITS PURPOSE--
AND NOW MY TRUE OFFENSIVE BEGINS!
WHA--?
A ROBOT!

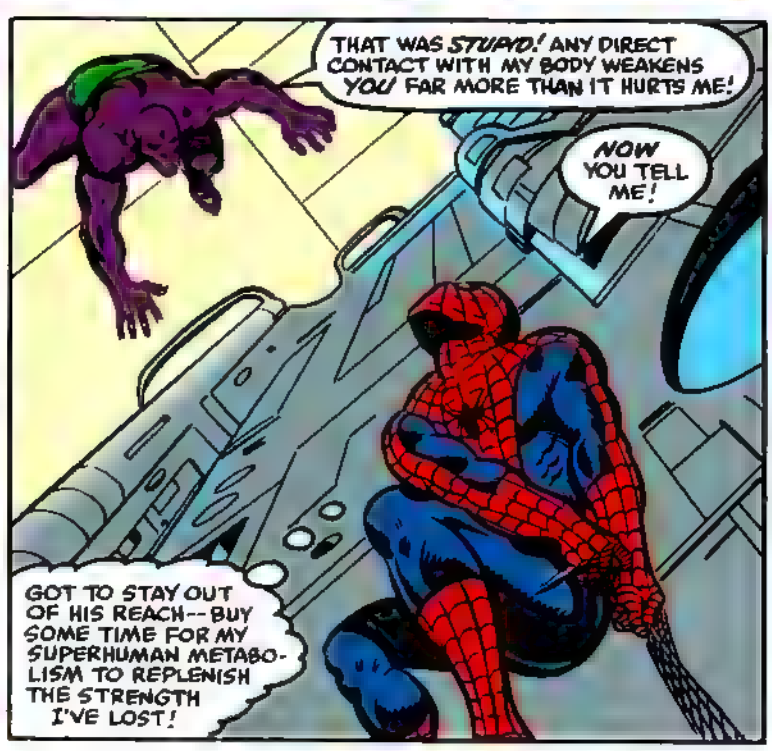

NO ORDINARY ROBOT, SUPERMAN, I ASSURE YOU! IT IS CONSTRUCTED OF AN ALLOY NEARLY AS INDESTRUCTIBLE AS ADAMANTIUM--
--AND YOU WILL FIND THAT ITS STRENGTH MATCHES YOUR OWN!
FOR THIS IS THE SOURCE OF ITS MIGHT--

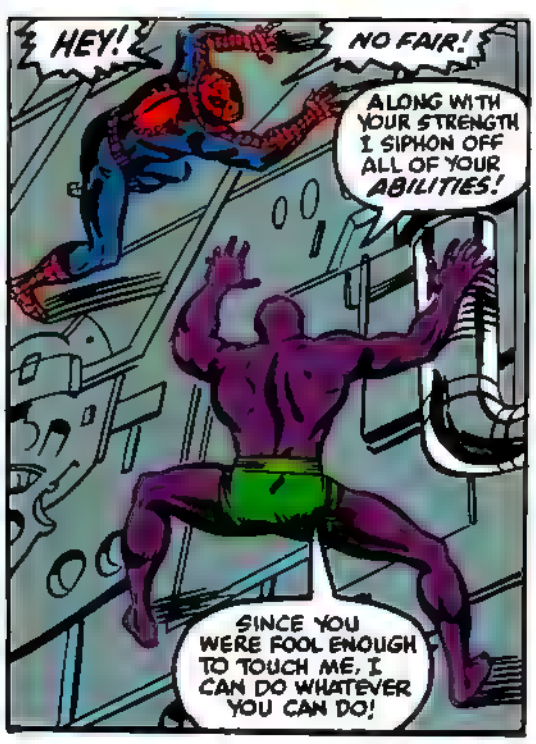

--A MASSIVE FUSION REACTOR!
SEE HOW ITS BLINDING BRILLIANCE PENETRATES THIS VIEWPORT, THOUGH IT IS MADE OF BLACK QUARTZ, TWENTY FEET THICK!
THIS IS THE FIRE THAT BURNS IN THE STARS--THE PRIMARY POWER OF THE UNIVERSE--A FORCE TO BE FEARED EVEN BY THE LEGENDARY SUPERMAN!
ONLY DOOM COULD HARNESS SUCH POWER! ONLY DOOM WOULD DARE!


DOOM HAS THIS THING PROGRAMMED WELL! IT WON'T LET UP--!
WRAK!
UFF!
CAN'T GET ANY LEVERAGE--CAN'T BREAK LOOSE!


AT LAST I MANAGED TO WRIGGLE FREE!
IT WILL TAKE THAT CLUMSY ROBOT FOREVER TO SUBDUE SUPERMAN--IF, INDEED, IT CAN!
BUT IF IT CAN JUST HOLD HIM UNTIL I CAN TOUCH HIM...

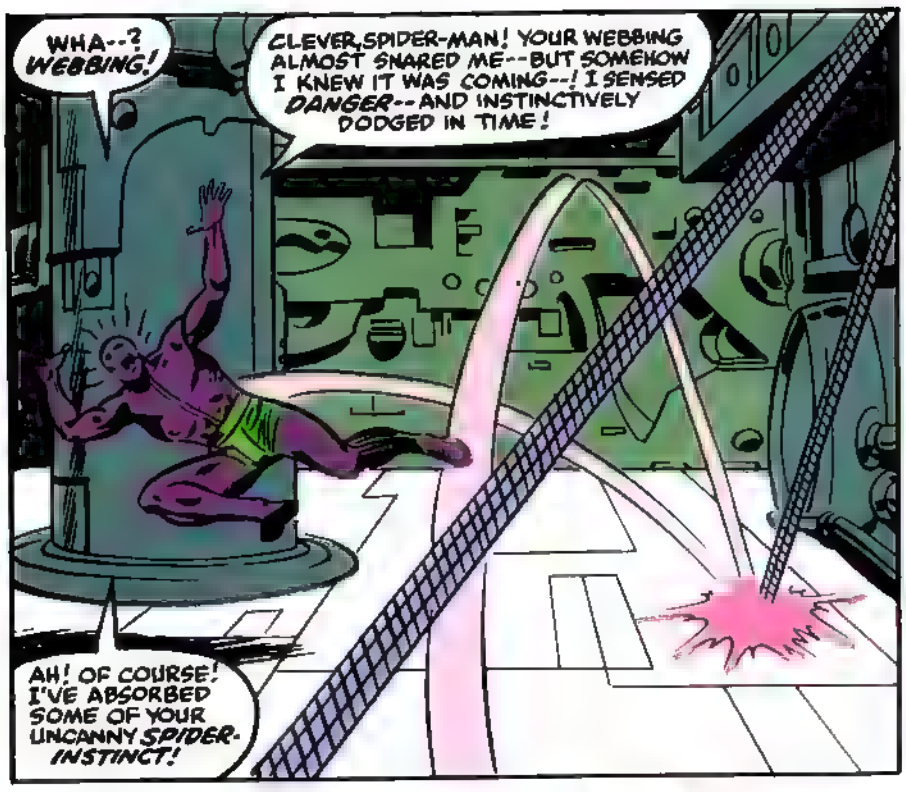

BUT, SUDDENLY...
HI! I WAS IN THE NEIGHBORHOOD, SO I THOUGHT I'D DROP IN!
WHA--SPIDER-MAN!
UFF!
WHAK!
MY DEAR OLD AUNTIE ALWAYS TAUGHT ME TO WIPE MY FEET--I HOPE YOU DIDN'T MIND MY USING YOUR FACE!


THAT WAS STUPID! ANY DIRECT CONTACT WITH MY BODY WEAKENS YOU FAR MORE THAN IT HURTS ME!
NOW YOU TELL ME!
GOT TO STAY OUT OF HIS REACH--BUY SOME TIME FOR MY SUPERHUMAN METABOLISM TO REPLENISH THE STRENGTH I'VE LOST!


HEY!
NO FAIR!
ALONG WITH YOUR STRENGTH I SIPHON OFF ALL OF YOUR ABILITIES!
SINCE YOU WERE FOOL ENOUGH TO TOUCH ME, I CAN DO WHATEVER YOU CAN DO!

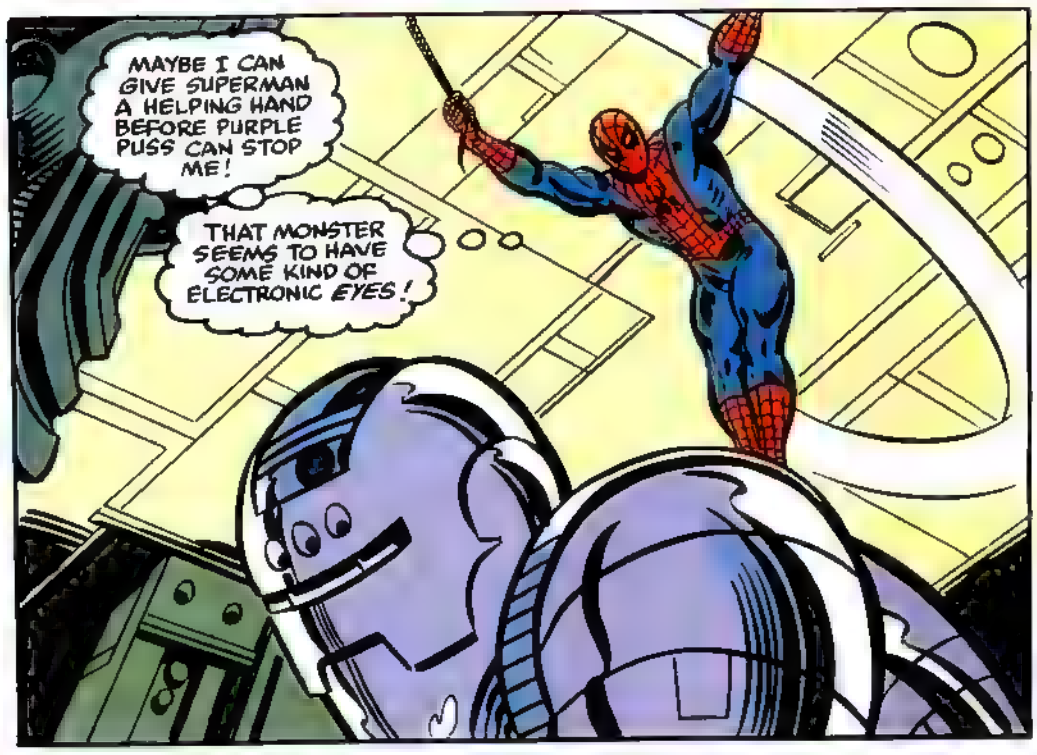
AND THE MORE OF YOUR ABILITIES I STEAL, THE LESS YOU HAVE!
THAT'S FOR SURE! I CAN'T EVEN LEAP HALF AS FAR AS USUAL! AND MY STRENGTH IS FADING EVERY SECOND!
I THINK I'M IN BIG TROUBLE!

SUDDENLY I'M EXHAUSTED! CAN'T CLIMB ANY HIGHER! CAN'T RUN ANYMORE!
AND THE PARASITE'S RIGHT ON MY TAIL!
I STILL HAVE ONE ADVANTAGE, THOUGH!
HE DOESN'T HAVE A PAIR OF WEB-SHOOTERS STRAPPED TO HIS WRISTS!

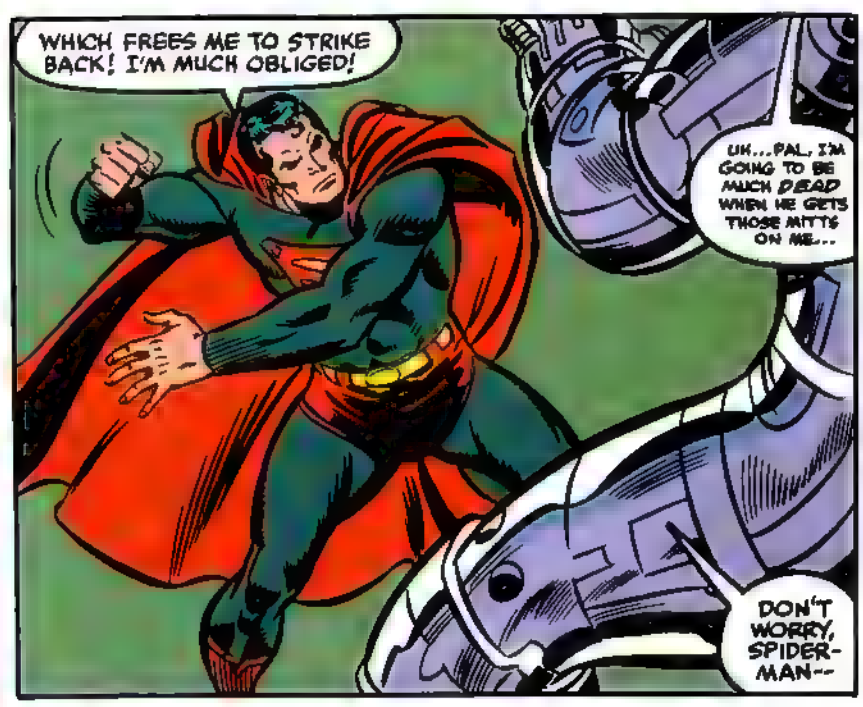

WHA--? WEBBING!
CLEVER, SPIDER-MAN! YOUR WEBBING ALMOST SNARED ME--BUT SOMEHOW I KNEW IT WAS COMING--! I SENSED DANGER--AND INSTINCTIVELY DODGED IN TIME!
AH! OF COURSE! I'VE ABSORBED SOME OF YOUR UNCANNY SPIDER-INSTINCT!

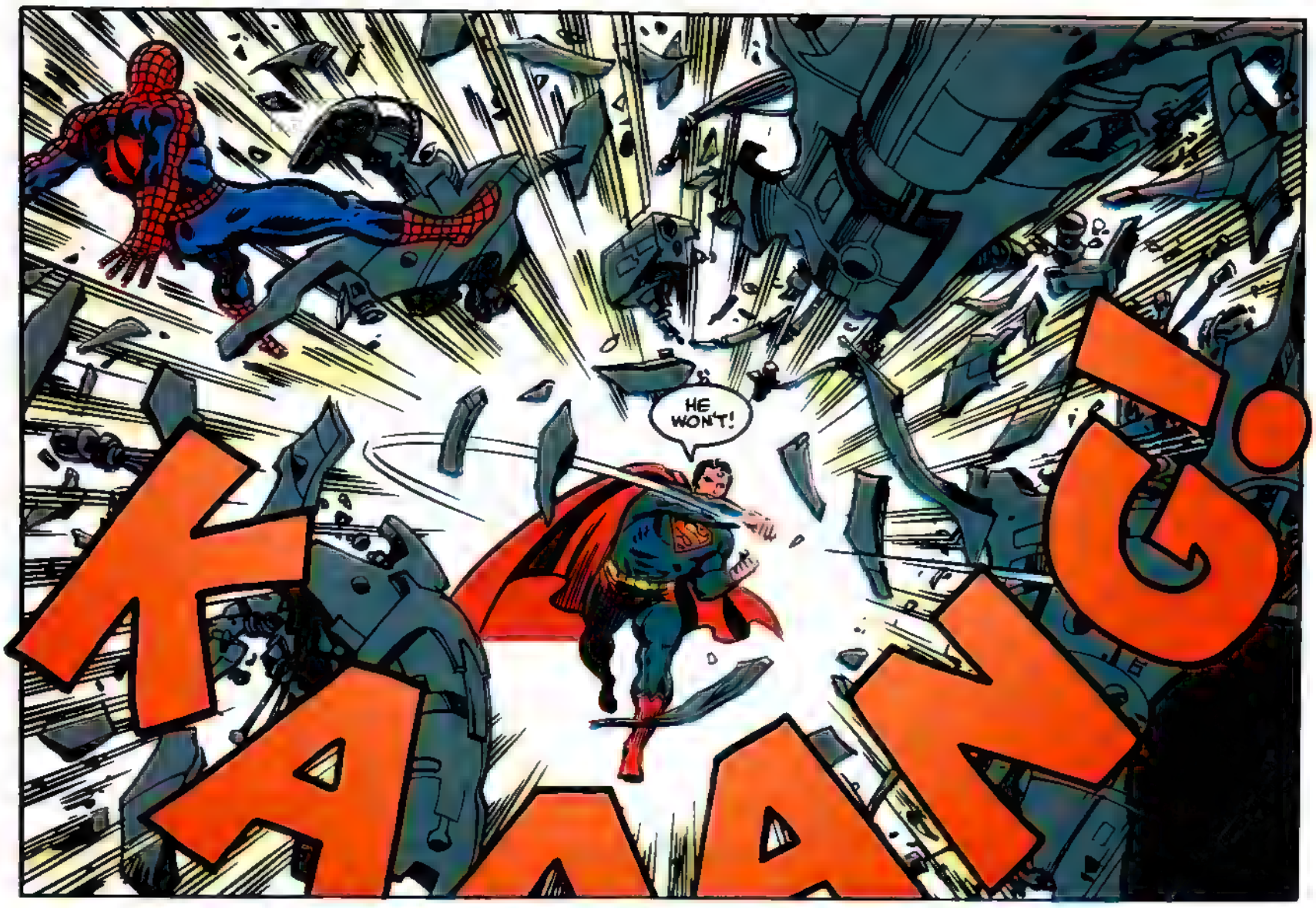
HA! THIS SPIDER-LIKE SENSE IS WONDERFUL! I CAN ANTICIPATE YOUR SHOTS AND EVADE THEM WITH EASE!
AND ALL THE WHILE I CAN FEEL MY BODY LEECHING YOUR STRENGTH EVEN FROM HERE! IN ANOTHER MOMENT YOU'LL BE TOO WEAK TO FIRE THOSE WEB-DEVICES OF YOURS--
--AND THEN I'LL HAVE YOU!

HE'S RIGHT! THIS DEFINITELY ISN'T WORKING OUT!
IT LOOKS PRETTY GRIM! THESE GUYS ARE PLAYING FOR KEEPS--AND SUPES ISN'T DOING TOO WELL EITHER!
HEY, WAIT!

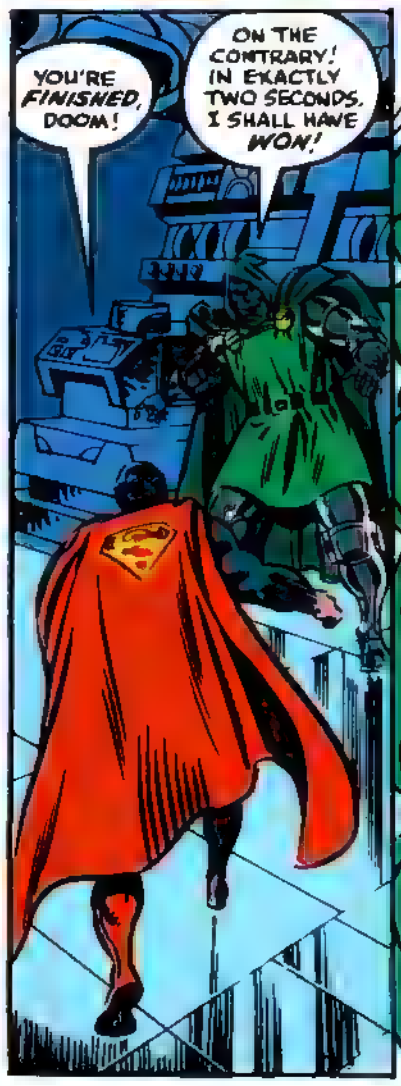

MAYBE I CAN GIVE SUPERMAN A HELPING HAND BEFORE PURPLE PUSS CAN STOP ME!
THAT MONSTER SEEMS TO HAVE SOME KIND OF ELECTRONIC EYES!

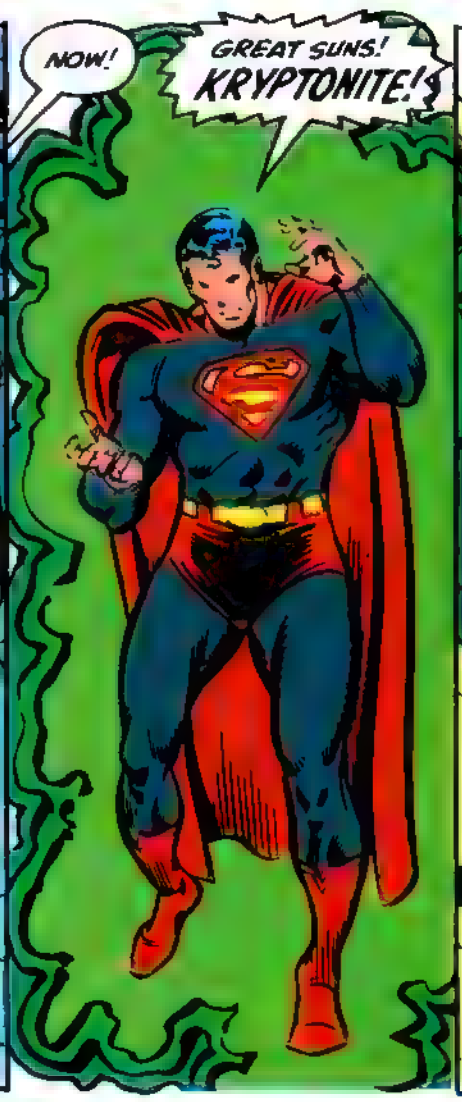
WONDER WHAT HAPPENS IF I COVER 'EM UP?
GUESS WHO, ROBBY!
GOOD WORK, SPIDER-MAN! YOU DIS-TRACTED HIM!
YEP! HE'S REACHING FOR ME NOW!


WHICH FREES ME TO STRIKE BACK! I'M MUCH OBLIGED!
UH...PAL, I'M GOING TO BE MUCH DEAD WHEN HE GETS THOSE MITTS ON ME...
DON'T WORRY, SPIDER-MAN--

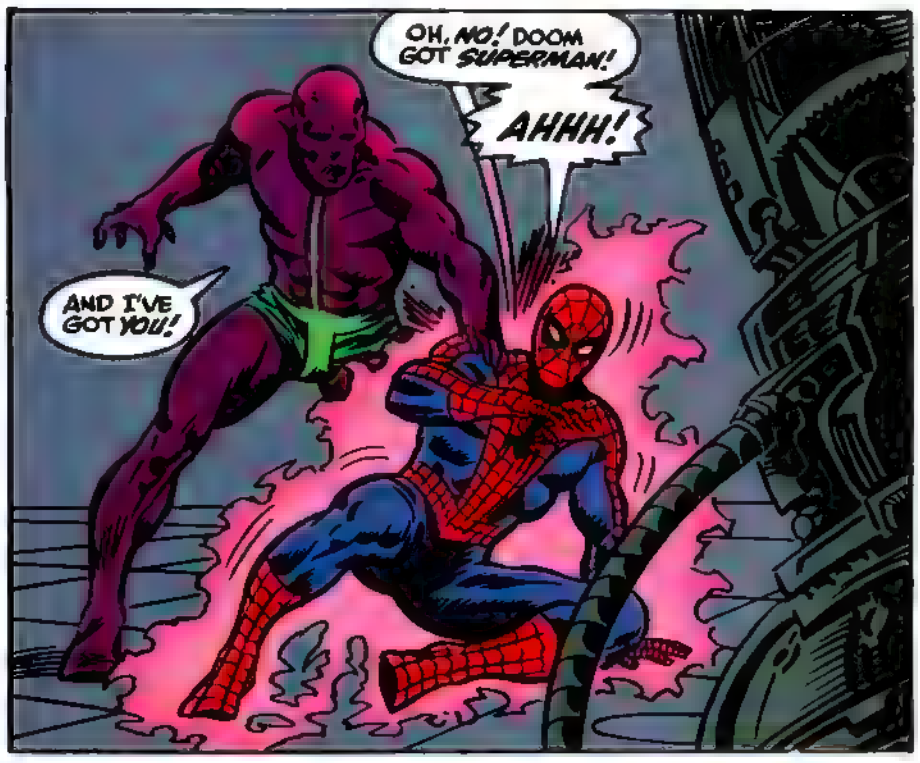

HE WON'T!
KA-AAAN-G!

WHEW!
MENTAL NOTE: I DO NOT EVER WANT TO MAKE HIM MAD AT ME!

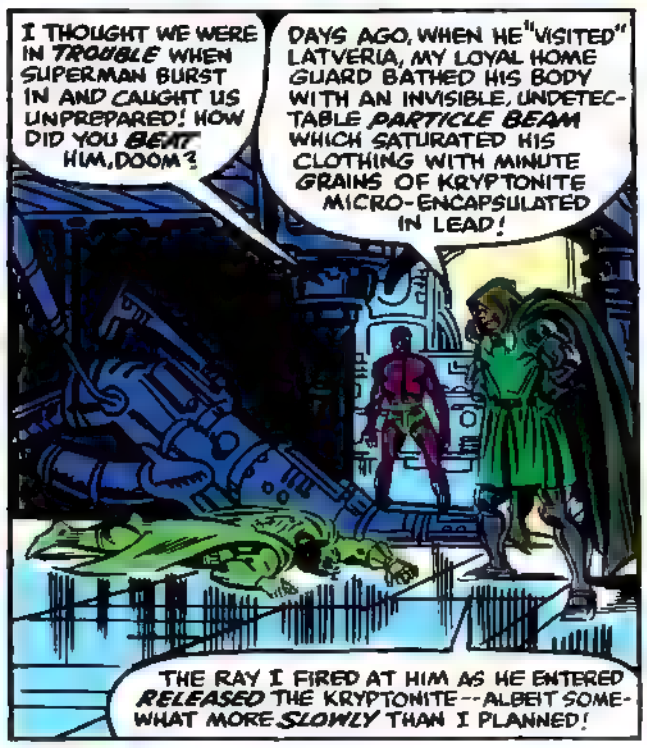

YOU'RE FINISHED, DOOM!
ON THE CONTRARY! IN EXACTLY TWO SECONDS, I SHALL HAVE WON!

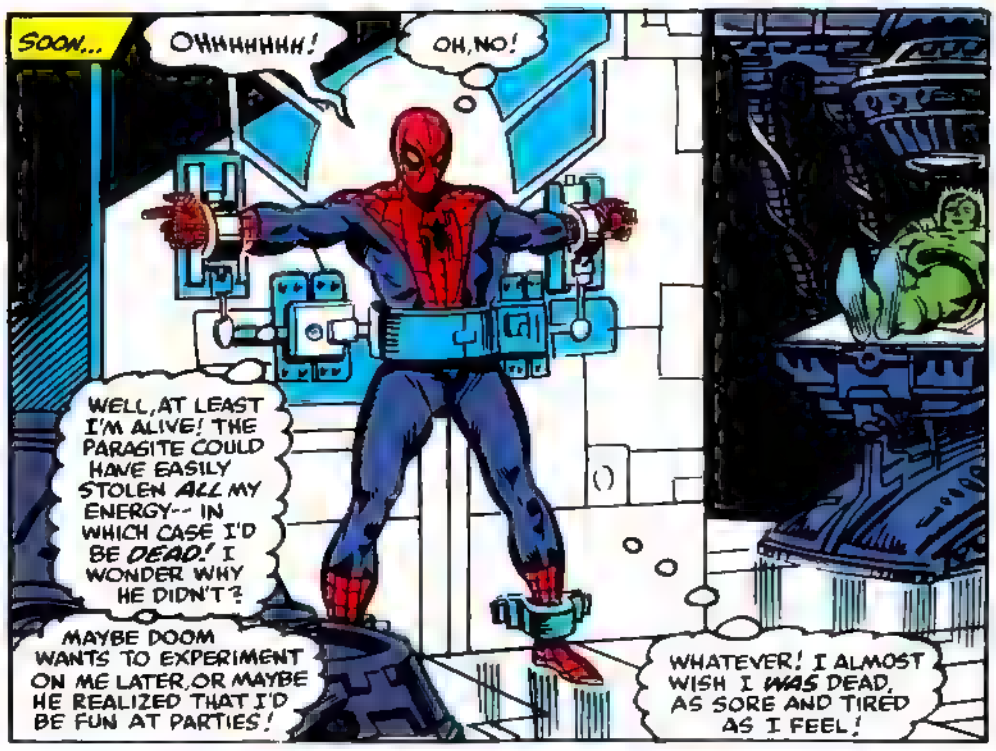

NOW!
GREAT SUNS! KRYPTONITE!

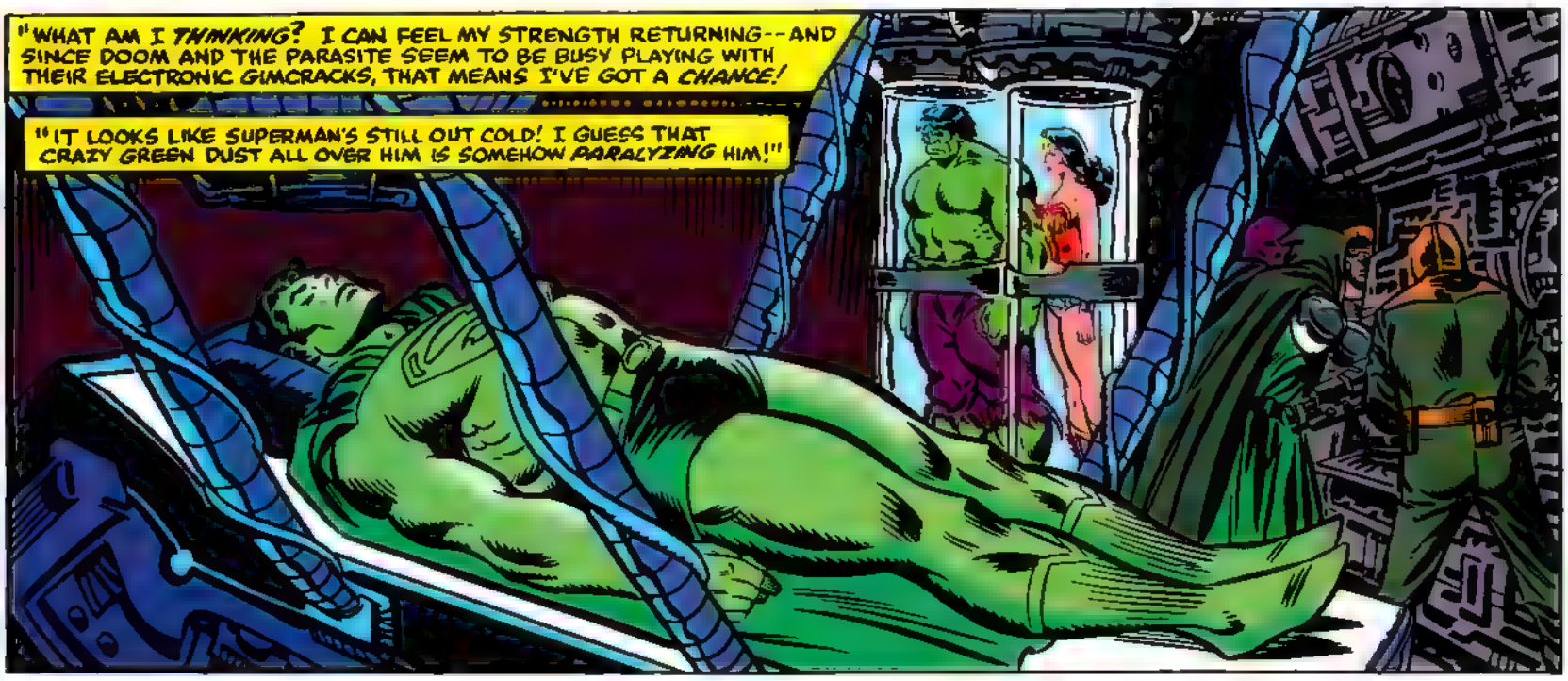
PRECISELY! KRYPTONITE THAT YOJ CANNOT HURL AWAY! KRYPTONITE YOJ CANNOT FLEE--
--OR SHIELD YOJRSELF FROM. FOR IT IS IN-FUSED INTO THE FABRIC OF YOJR COSTJME--
--IMPREGNATED INTO THE VERY PORES OF YOUR SKIN!
OHHH!
THERE IS NO ESCAPE!

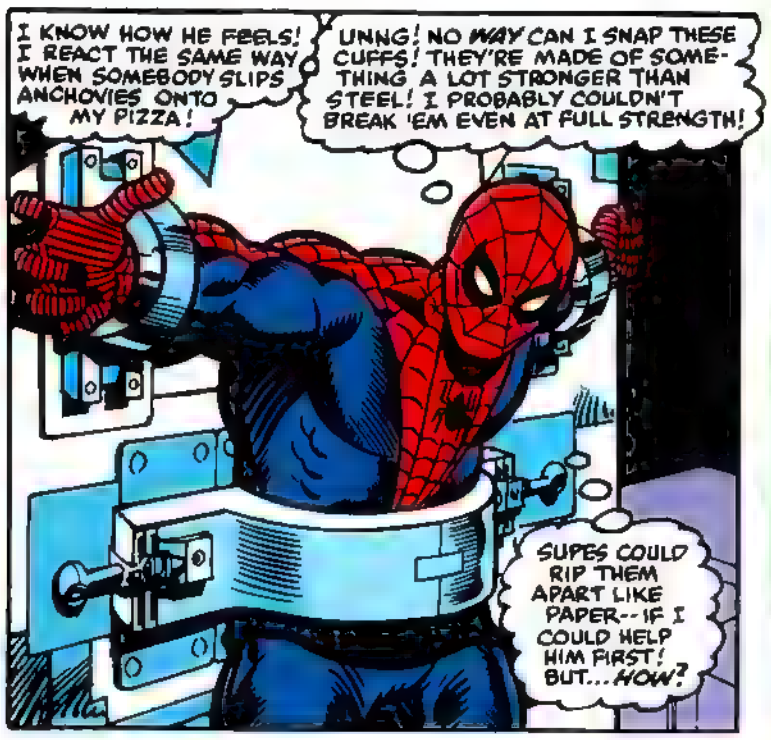

OH, NO! DOOM GOT SUPERMAN!
AHHH!
AND I'VE GOT YOU!

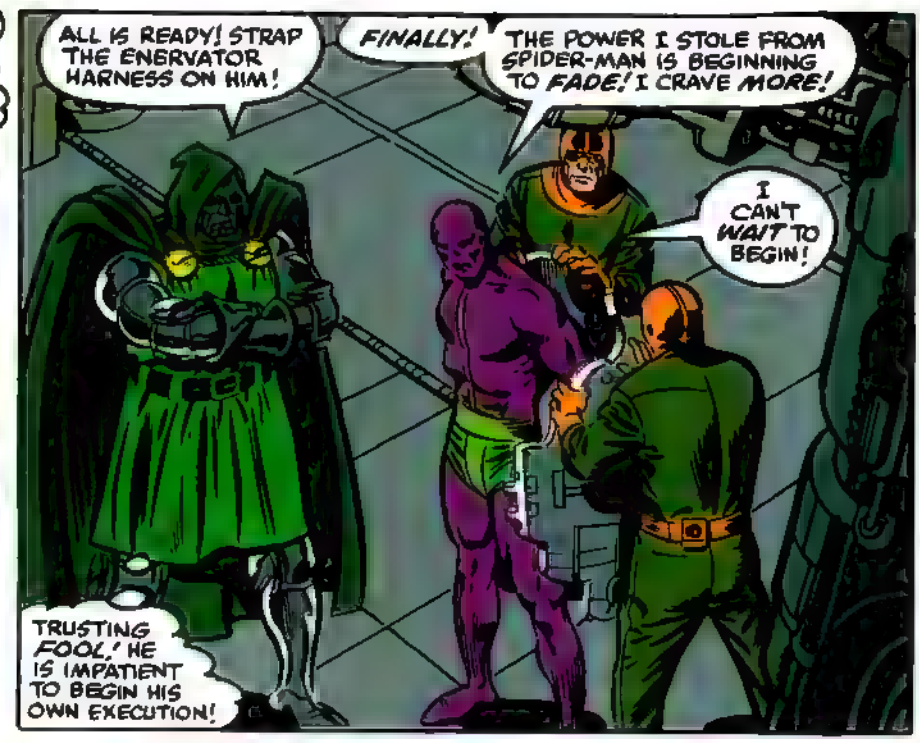
WE WON!
HAH! SPIDER-MAN WAS SO WEAK AND DAZED HE DIDN'T EVEN SENSE ME APPROACHING!
WE WON... AND IT WAS EASY!


I THOUGHT WE WERE IN TROUBLE WHEN SUPERMAN BURST IN AND CAUGHT US UNPREPARED! HOW DID YOU BEAT HIM, DOOM?
DAYS AGO, WHEN HE "VISITED" LATVERIA, MY LOYAL HOME GUARD BATHED HIS BODY WITH AN INVISIBLE, UNDETECTABLE PARTICLE BEAM WHICH SATURATED HIS CLOTHING WITH MINUTE GRAINS OF KRYPTONITE MICRO-ENCAPSULATED IN LEAD!
THE RAY I FIRED AT HIM AS HE ENTERED RELEASED THE KRYPTONITE--ALBEIT SOMEWHAT MORE SLOWLY THAN I PLANNED!

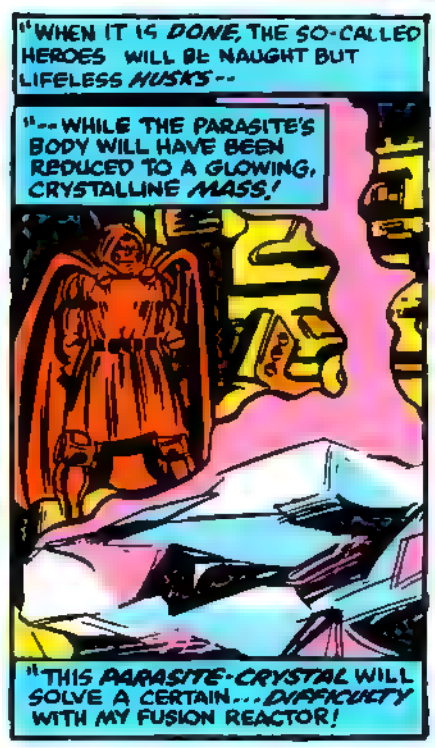

SOON...
OHHHHHHH!
OH, NO!
WELL, AT LEAST I'M ALIVE! THE PARASITE COULD HAVE EASILY STOLEN ALL MY ENERGY-- IN WHICH CASE I'D BE DEAD! I WONDER WHY HE DIDN'T?
MAYBE DOOM WANTS TO EXPERIMENT ON ME LATER, OR MAYBE HE REALIZED THAT I'D BE FUN AT PARTIES!
WHATEVER! I ALMOST WISH I WAS DEAD, AS SORE AND TIRED AS I FEEL!

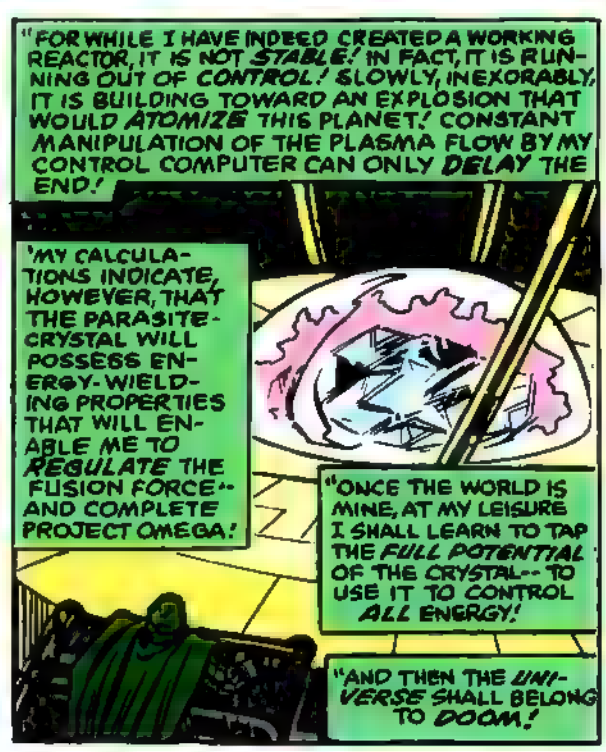

"WHAT AM I THINKING? I CAN FEEL MY STRENGTH RETURNING--AND SINCE DOOM AND THE PARASITE SEEM TO BE BUSY PLAYING WITH THEIR ELECTRONIC GIMCRACKS, THAT MEANS I'VE GOT A CHANCE!
"IT LOOKS LIKE SUPERMAN'S STILL OUT COLD! I GUESS THAT CRAZY GREEN DUST ALL OVER HIM IS SOMEHOW PARALYZING HIM!"


I KNOW HOW HE FEELS! I REACT THE SAME WAY WHEN SOMEBODY SLIPS ANCHOVIES ONTO MY PIZZA!
UNNG! NO WAY CAN I SNAP THESE CUFFS! THEY'RE MADE OF SOMETHING A LOT STRONGER THAN STEEL! I PROBABLY COULDN'T BREAK 'EM EVEN AT FULL STRENGTH!
SUPES COULD RIP THEM APART LIKE PAPER--IF I COULD HELP HIM FIRST! BUT...HOW?

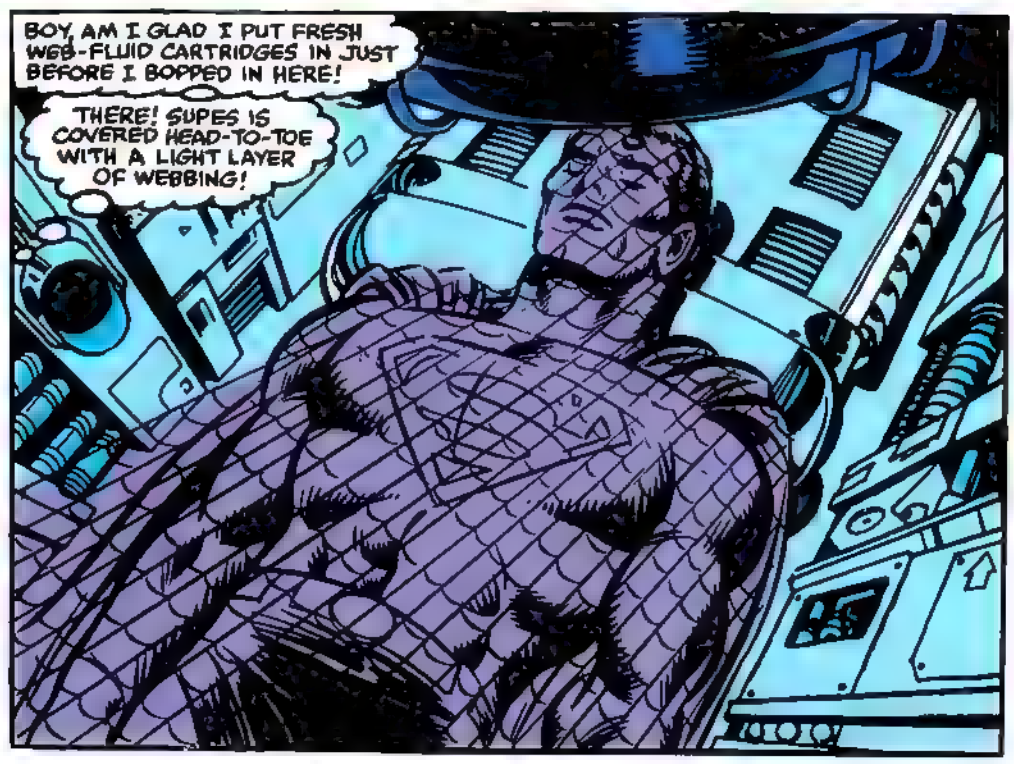

ALL IS READY! STRAP THE ENERVATOR HARNESS ON HIM!
FINALLY!
THE POWER I STOLE FROM SPIDER-MAN IS BEGINNING TO FADE! I CRAVE MORE!
I CAN'T WAIT TO BEGIN!
TRUSTING FOOL! HE IS IMPATIENT TO BEGIN HIS OWN EXECUTION!

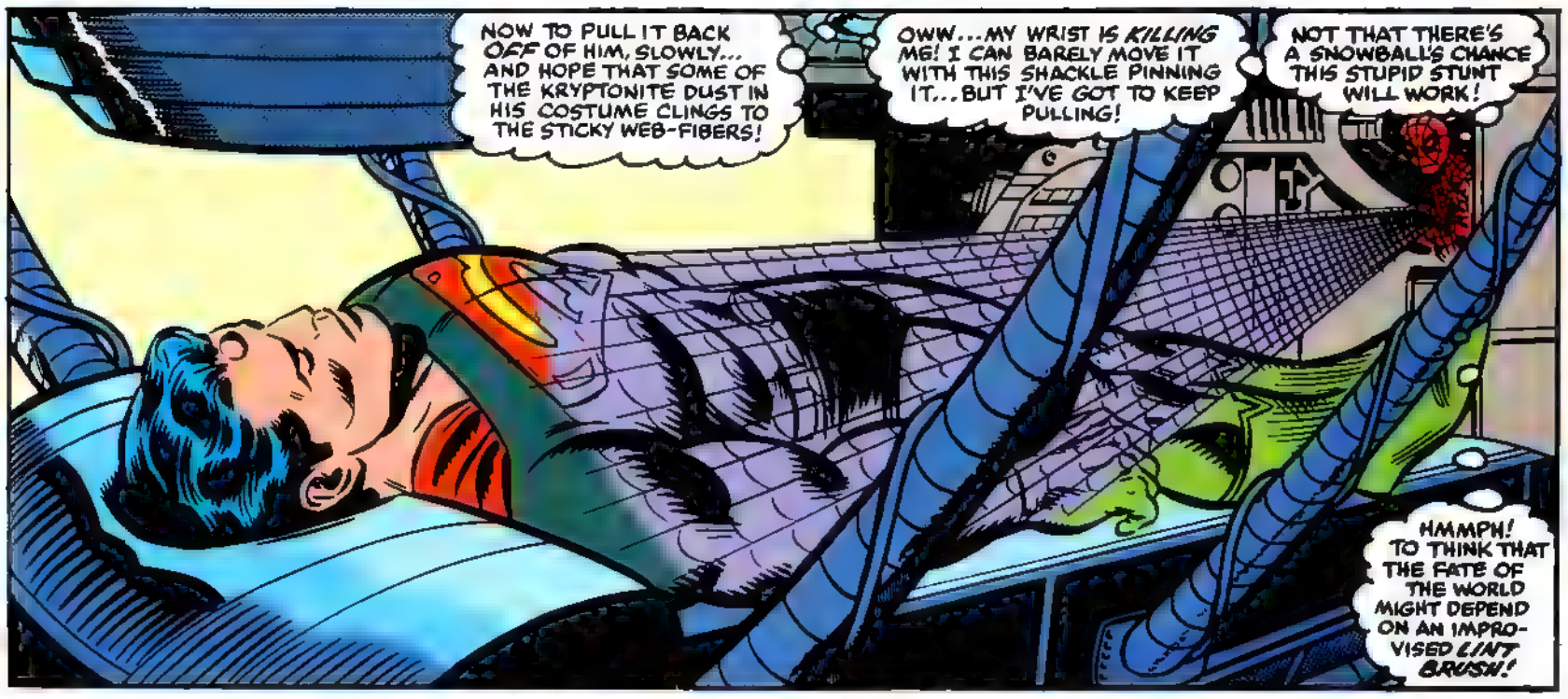
THE POWER OF THE HULK AND WONDER WOMAN, WHICH I WOULD HAVE GLADLY GIVEN HIM BEFORE, TO PACIFY HIM, WILL DO HIM NO HARM--BUT WHEN MY DEVICE BEGINS FORCE-FEEDING HIM THE INCREDIBLE POWER OF SUPERMAN IN ADDITION--
--THE EXCRUCIATING OVERLOAD WILL CAUSE EVERY CELL IN HIS BODY TO BURST!

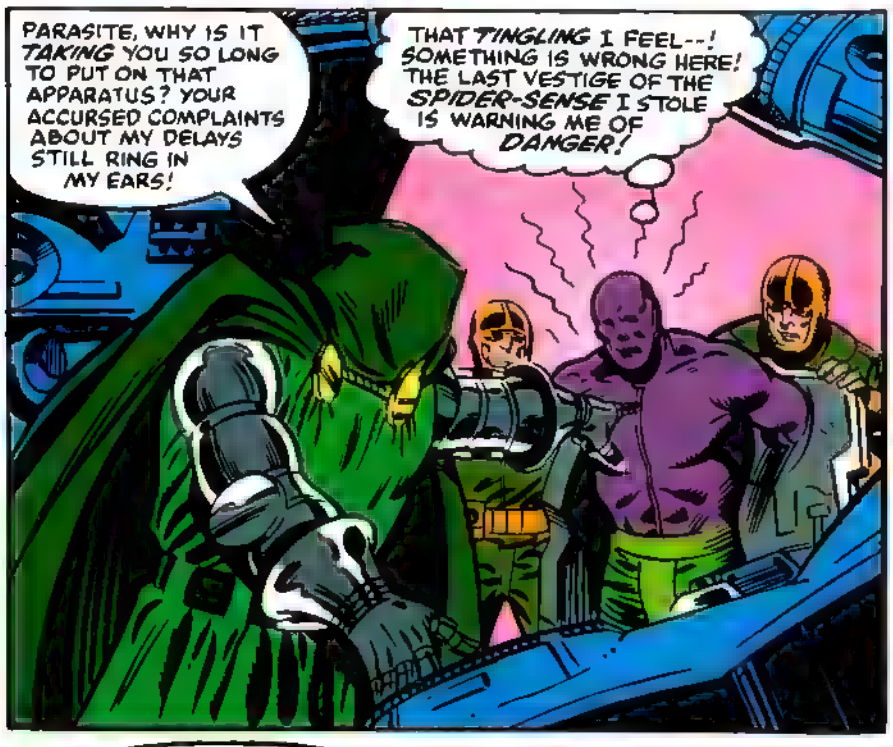

"WHEN IT IS DONE, THE SO-CALLED HEROES WILL BE NAUGHT BUT LIFELESS HUSKS--
"--WHILE THE PARASITE'S BODY WILL HAVE BEEN REDUCED TO A GLOWING, CRYSTALLINE MASS!
"THIS PARASITE-CRYSTAL WILL SOLVE A CERTAIN...DIFFICULTY WITH MY FUSION REACTOR!

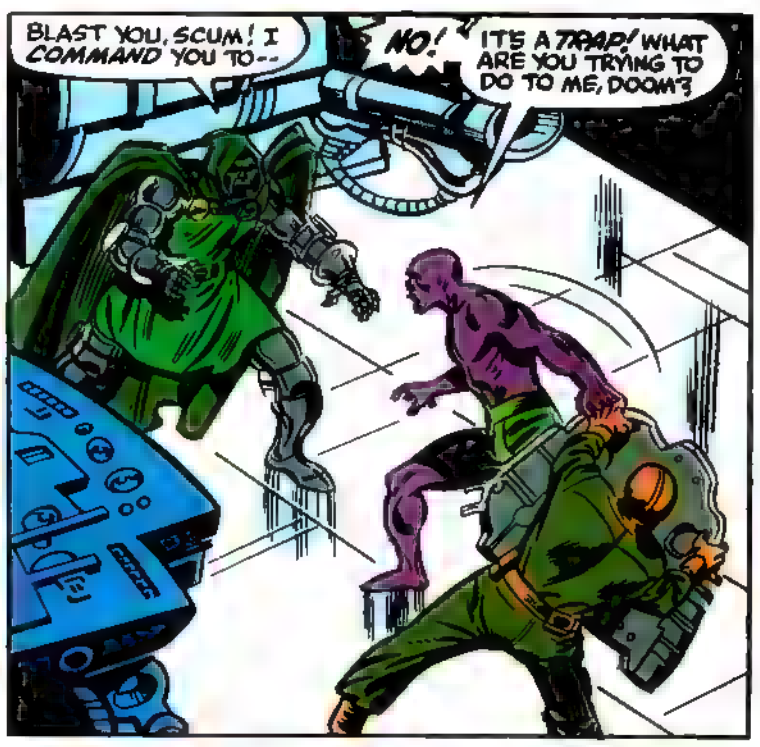

"FOR WHILE I HAVE INDEED CREATED A WORKING REACTOR, IT IS NOT STABLE! IN FACT, IT IS RUNNING OUT OF CONTROL! SLOWLY, INEXORABLY, IT IS BUILDING TOWARD AN EXPLOSION THAT WOULD ATOMIZE THIS PLANET! CONSTANT MANIPULATION OF THE PLASMA FLOW BY MY CONTROL COMPUTER CAN ONLY DELAY THE END!
'MY CALCULATIONS INDICATE, HOWEVER, THAT THE PARASITE-CRYSTAL WILL POSSESS ENERGY-WIELDING PROPERTIES THAT WILL ENABLE ME TO REGULATE THE FUSION FORCE--AND COMPLETE PROJECT OMEGA!
"ONCE THE WORLD IS MINE, AT MY LEISURE I SHALL LEARN TO TAP THE FULL POTENTIAL OF THE CRYSTAL--TO USE IT TO CONTROL ALL ENERGY!
"AND THEN THE UNIVERSE SHALL BELONG TO DOOM!

MEANWHILE...
THAT GIZMO SUPERMAN'S LYING IN IS WIRED UP LIKE A CHRISTMAS TREE! I'M NOT SURE WHAT IT'S FOR, BUT KNOWING DOOMSIE, IT ISN'T GOING TO BE PLEASANT!
TWWIPP!
GOT TO TRY SOMETHING!

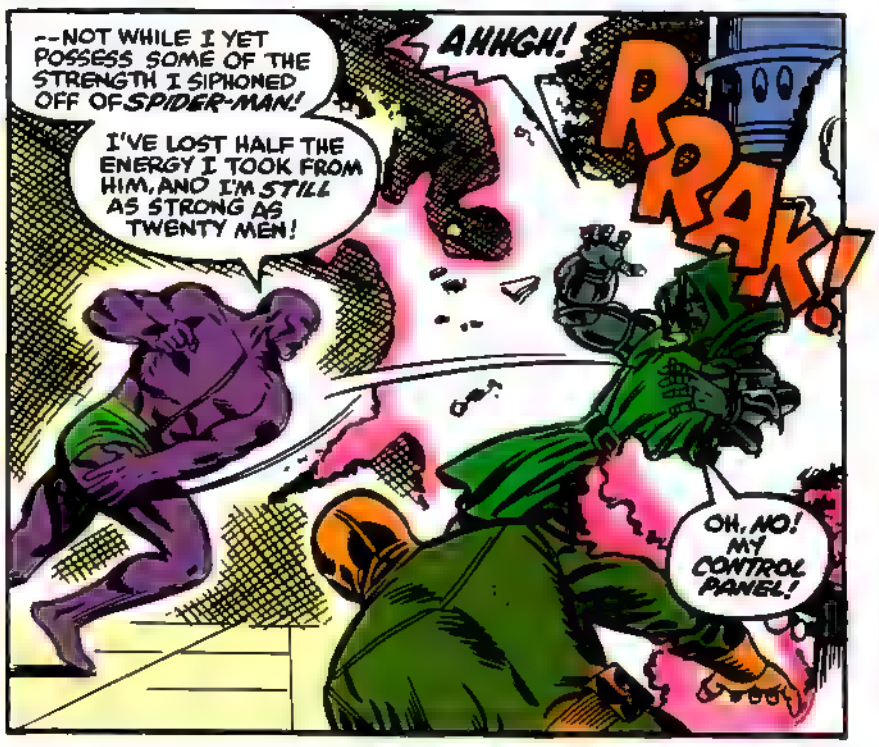

BOY, AM I GLAD I PUT FRESH WEB-FLUID CARTRIDGES IN JUST BEFORE I BOPPED IN HERE!
THERE! SUPES IS COVERED HEAD-TO-TOE WITH A LIGHT LAYER OF WEBBING!

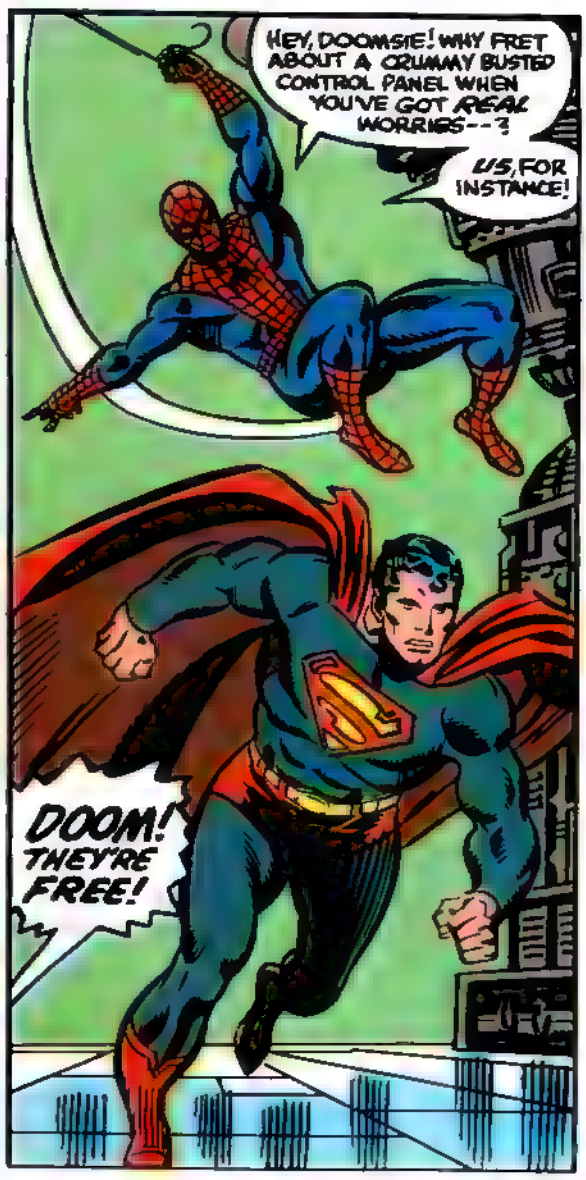

NOW TO PULL IT BACK OFF OF HIM, SLOWLY... AND HOPE THAT SOME OF THE KRYPTONITE DUST IN HIS COSTUME CLINGS TO THE STICKY WEB-FIBERS!
OWW...MY WRIST IS KILLING ME! I CAN BARELY MOVE IT WITH THIS SHACKLE PINNING IT...BUT I'VE GOT TO KEEP PULLING!
NOT THAT THERE'S A SNOWBALL'S CHANCE THIS STUPID STUNT WILL WORK!
HMMPH! TO THINK THAT THE FATE OF THE WORLD MIGHT DEPEND ON AN IMPROVISED LINT BRUSH!

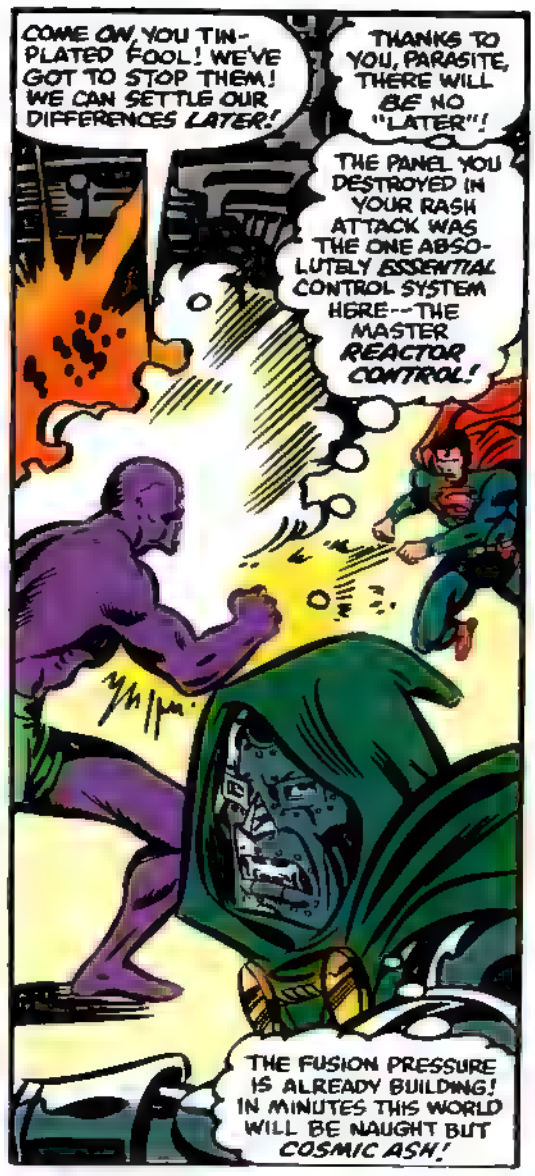

PARASITE, WHY IS IT TAKING YOU SO LONG TO PUT ON THAT APPARATUS? YOUR ACCURSED COMPLAINTS ABOUT MY DELAYS STILL RING IN MY EARS!
THAT TINGLING I FEEL--! SOMETHING IS WRONG HERE! THE LAST VESTIGE OF THE SPIDER-SENSE I STOLE IS WARNING ME OF DANGER!

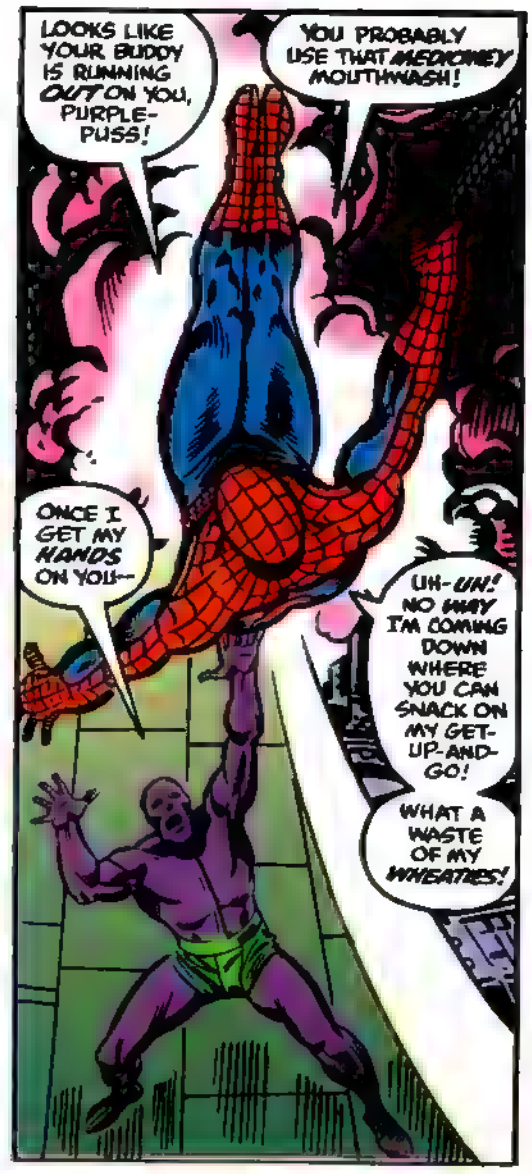

BLAST YOU, SCUM! I COMMAND YOU TO--
NO!
IT'S A TRAP! WHAT ARE YOU TRYING TO DO TO ME, DOOM?

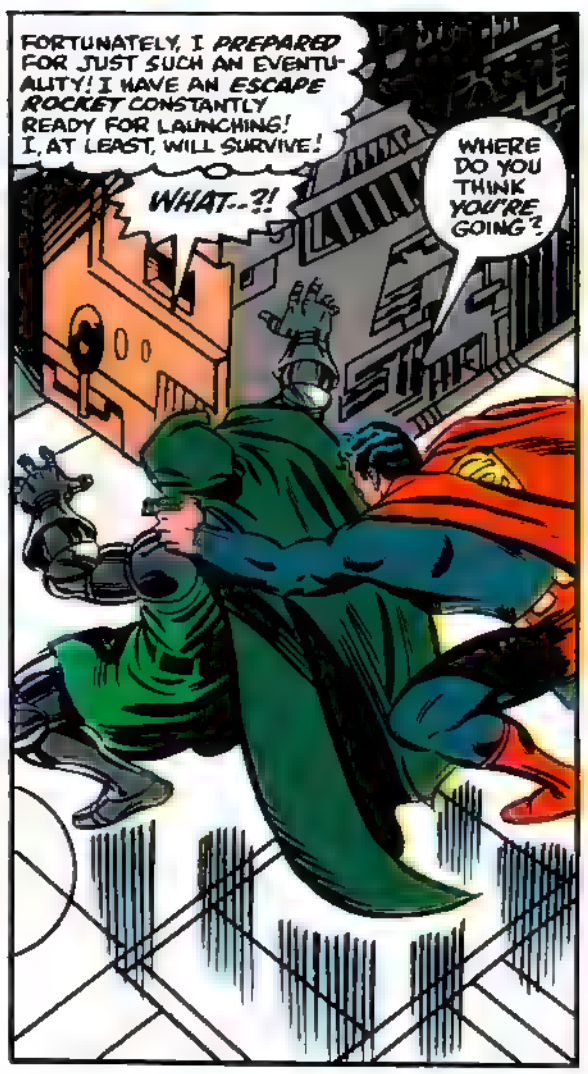
YOU MISERABLE CUR! DOOM WILL NOT BE THWARTED BY SUCH AS YOU!
WITH MY OWN HANDS I WILL BATTER YOU INTO SUBMISSION!
NOT LIKELY, DOOM--

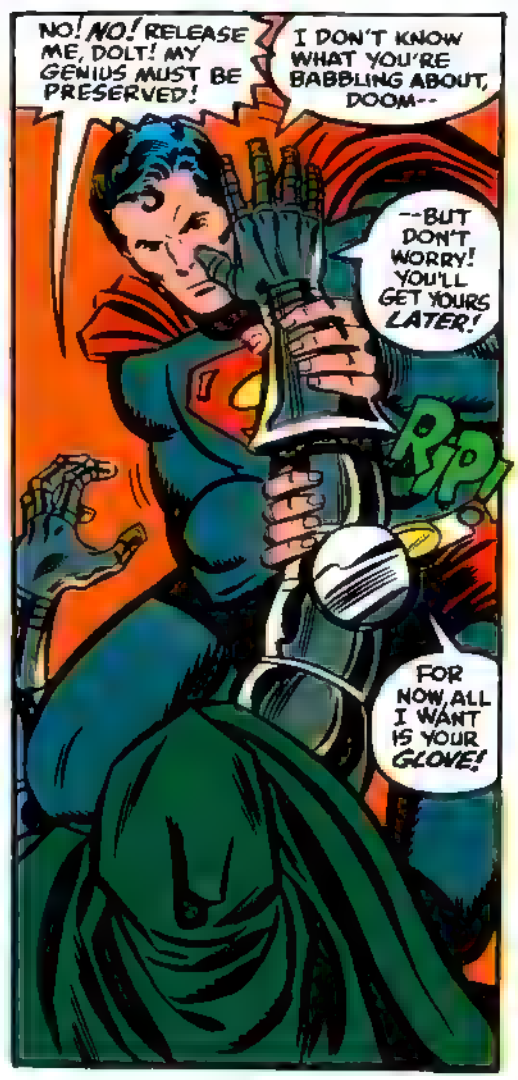

--NOT WHILE I YET POSSESS SOME OF THE STRENGTH I SIPHONED OFF OF SPIDER-MAN!
I'VE LOST HALF THE ENERGY I TOOK FROM HIM, AND I'M STILL AS STRONG AS TWENTY MEN!
AHHGH!
RRAK!
OH, NO! MY CONTROL PANEL!

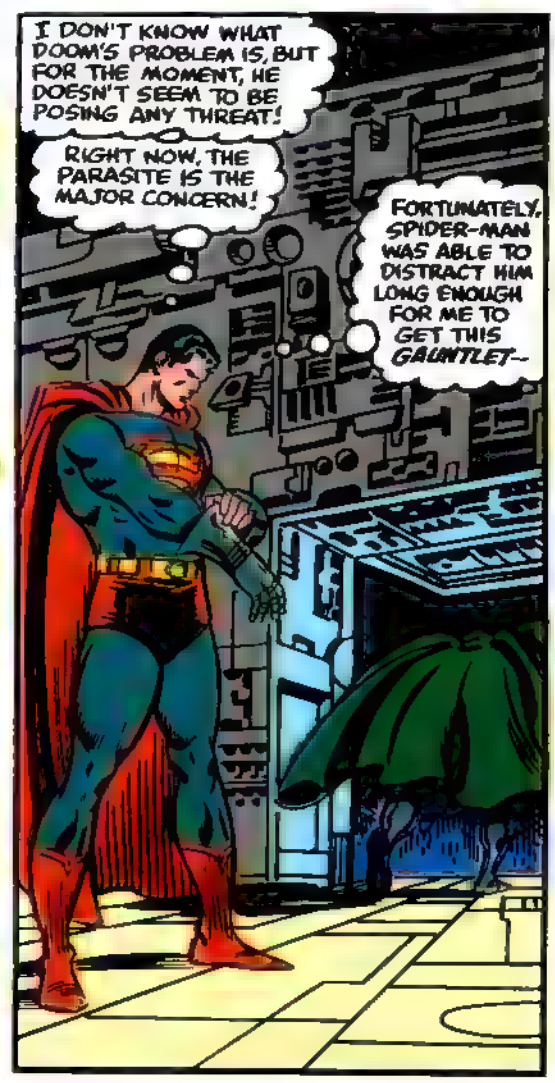

HEY, DOOMSIE! WHY FRET ABOUT A CRUMMY BUSTED CONTROL PANEL WHEN YOU'VE GOT REAL WORRIES--?
US, FOR INSTANCE!
DOOM! THEY'RE FREE!

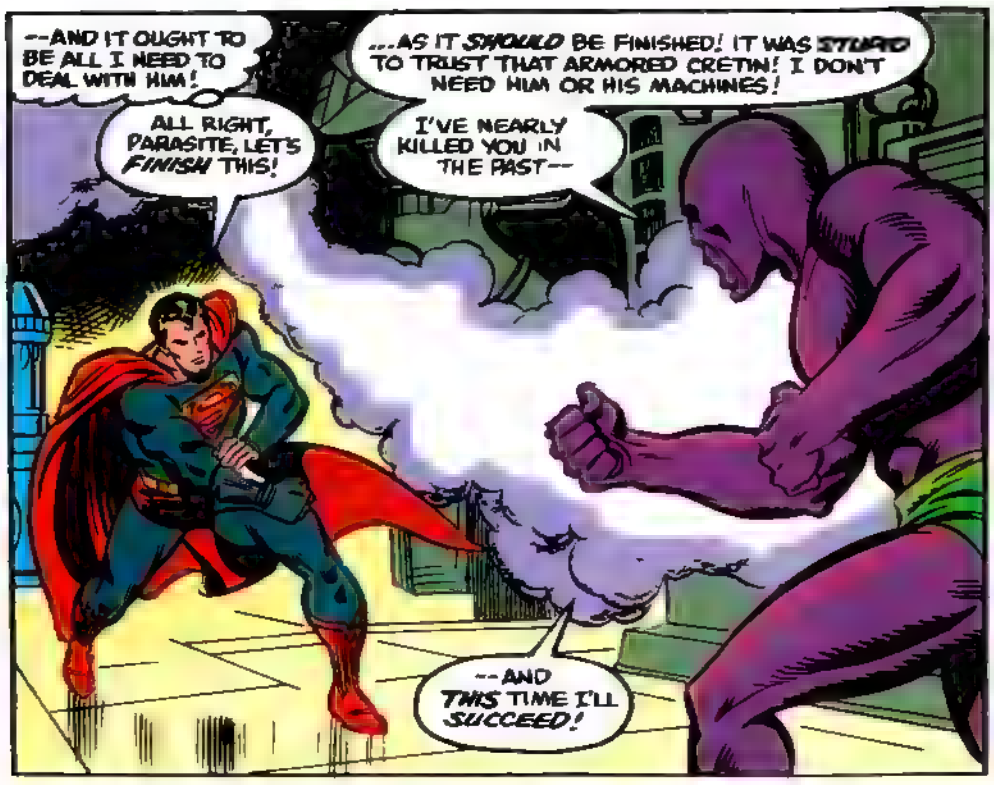

COME ON, YOU TIN-PLATED FOOL! WE'VE GOT TO STOP THEM! WE CAN SETTLE OUR DIFFERENCES LATER!
THANKS TO YOU, PARASITE, THERE WILL BE NO "LATER"!
THE PANEL YOU DESTROYED IN YOUR RASH ATTACK WAS THE ONE ABSOLUTELY ESSENTIAL CONTROL SYSTEM HERE--THE MASTER REACTOR CONTROL!
THE FUSION PRESSURE IS ALREADY BUILDING! IN MINUTES THIS WORLD WILL BE NAUGHT BUT COSMIC ASH!

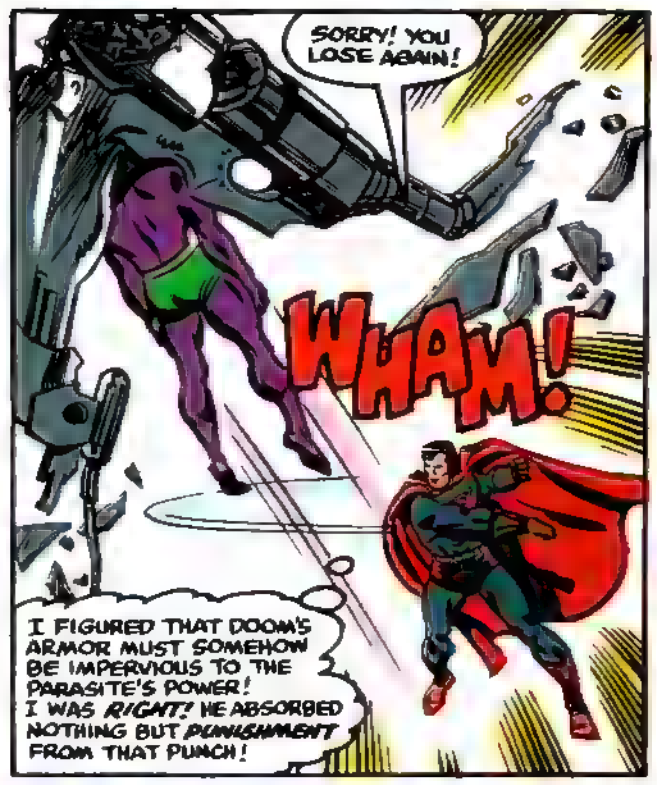

LOOKS LIKE YOUR BUDDY IS RUNNING OUT ON YOU, PURPLE-PUSS!
YOU PROBABLY USE THAT MEDIOCREY MOUTHWASH!
ONCE I GET MY HANDS ON YOU--
UH-UH! NO WAY I'M COMING DOWN WHERE YOU CAN SNACK ON MY GET-UP-AND-GO!
WHAT A WASTE OF MY WHEATIES!


FORTUNATELY, I PREPARED FOR JUST SUCH AN EVENTUALITY! I HAVE AN ESCAPE ROCKET CONSTANTLY READY FOR LAUNCHING! I, AT LEAST, WILL SURVIVE!
WHAT--?!
WHERE DO YOU THINK YOU'RE GOING?


NO! NO! RELEASE ME, DOLT! MY GENIUS MUST BE PRESERVED!
I DON'T KNOW WHAT YOU'RE BABBLING ABOUT, DOOM--
--BUT DON'T WORRY! YOU'LL GET YOURS LATER!
RIP!
FOR NOW, ALL I WANT IS YOUR GLOVE!

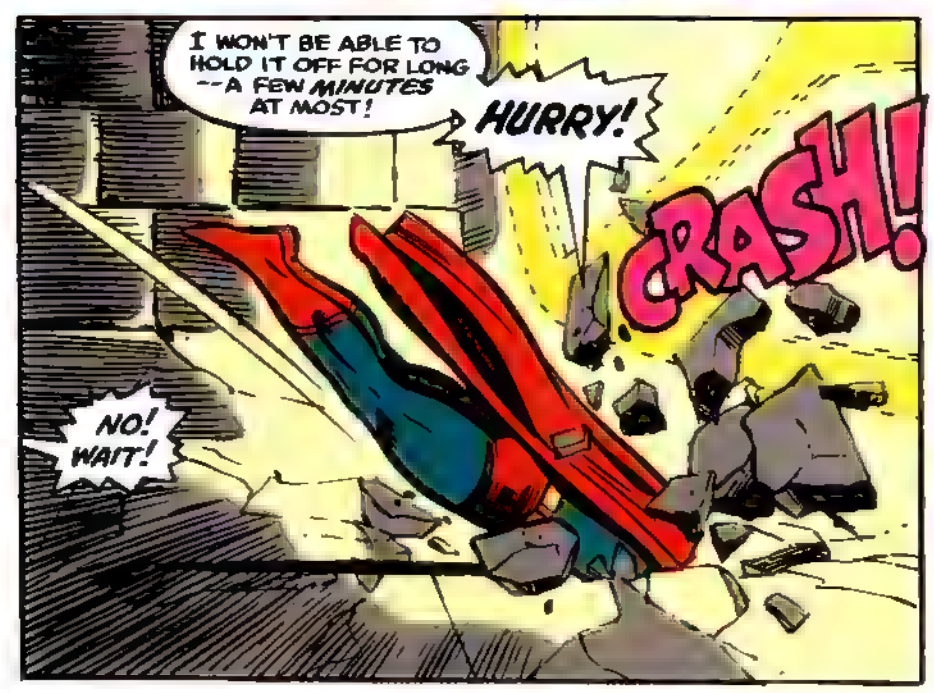

I DON'T KNOW WHAT DOOM'S PROBLEM IS, BUT FOR THE MOMENT, HE DOESN'T SEEM TO BE POSING ANY THREAT!
RIGHT NOW, THE PARASITE IS THE MAJOR CONCERN!
FORTUNATELY, SPIDER-MAN WAS ABLE TO DISTRACT HIM LONG ENOUGH FOR ME TO GET THIS GAUNTLET--


--AND IT OUGHT TO BE ALL I NEED TO DEAL WITH HIM!
...AS IT SHOULD BE FINISHED! IT WAS STUPID TO TRUST THAT ARMORED CRETIN! I DON'T NEED HIM OR HIS MACHINES!
ALL RIGHT, PARASITE, LET'S FINISH THIS!
I'VE NEARLY KILLED YOU IN THE PAST--
--AND THIS TIME I'LL SUCCEED!

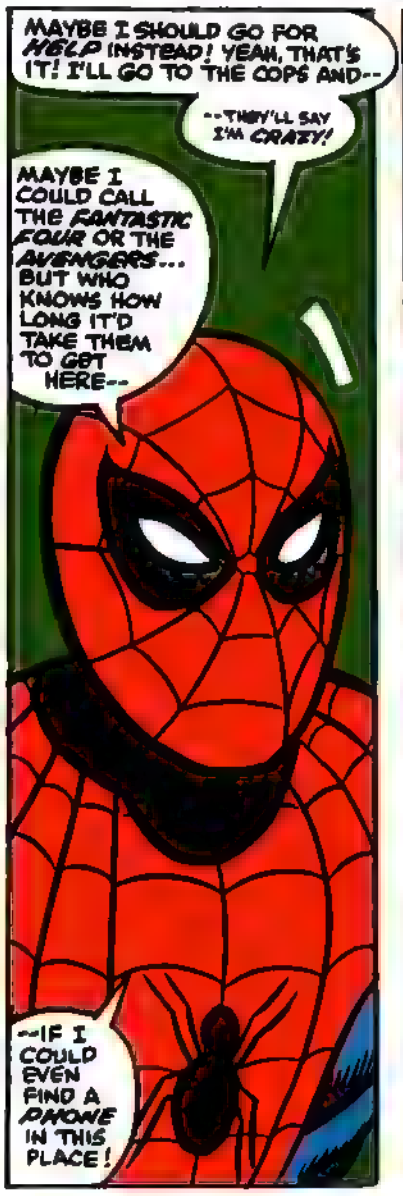

SORRY! YOU LOSE AGAIN!
WHAM!
I FIGURED THAT DOOM'S ARMOR MUST SOMEHOW BE IMPERVIOUS TO THE PARASITE'S POWER! I WAS RIGHT! HE ABSORBED NOTHING BUT PUNISHMENT FROM THAT PUNCH!

GREAT! HE'S OUT LIKE A BUSTED BULB!
LOOK, I HATE TO BE THE ONE TO POINT OUT A DARK CLOUD AT THE CENTER OF OUR SILVER LINING, BUT...YOU THINK MAYBE THERE'S SOMETHING WRONG WITH THAT BIG GLOWING THINGAMA--
THE REACTOR--! SO THAT'S WHY DOOM FLED!
IT'S ABOUT TO BLOW!

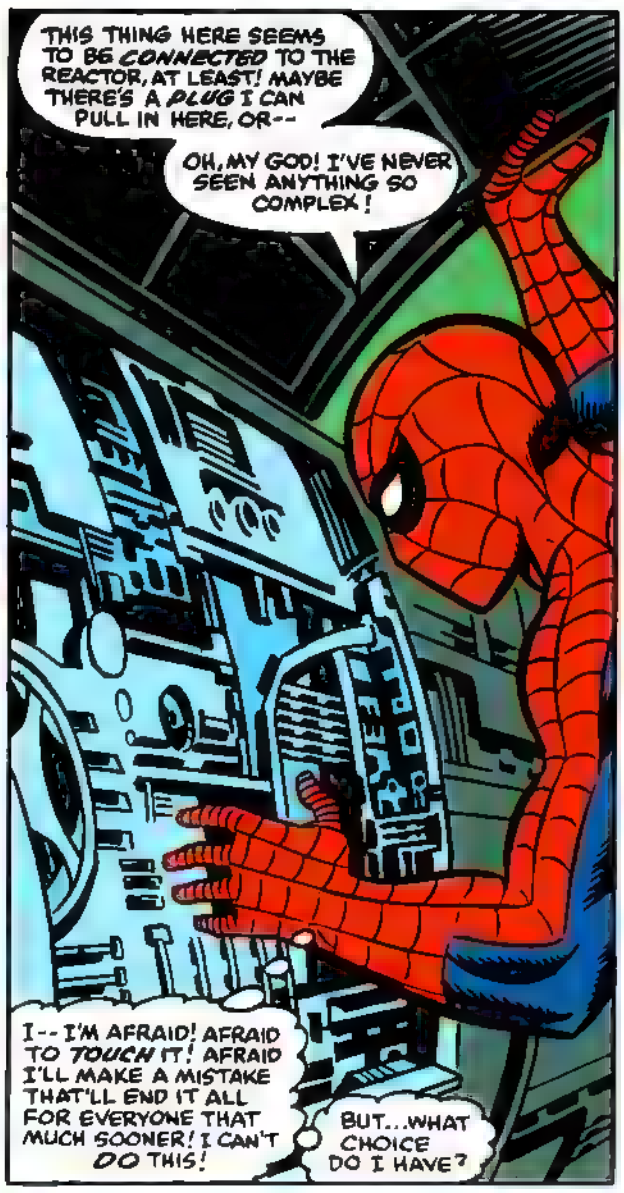
WE HAVE JUST SECONDS LEFT!
THE CONTROLS MUST BE BROKEN! FIX THEM! I'LL TRY TO STALL IT!

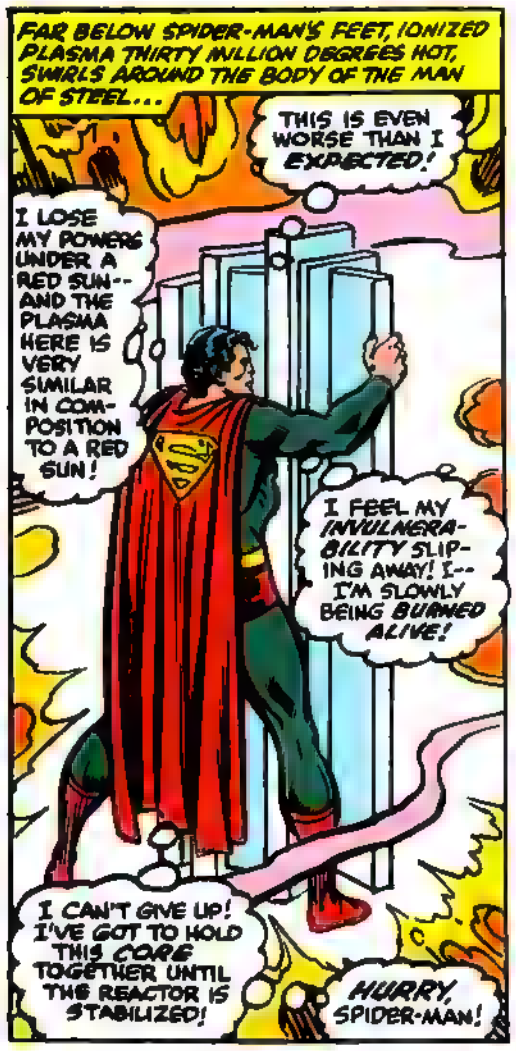

I WON'T BE ABLE TO HOLD IT OFF FOR LONG --A FEW MINUTES AT MOST!
HURRY!
CRASH!
NO! WAIT!

I...CAN'T!
TOO LATE! HE'S GONE--HE DIVED RIGHT INTO THE HEART OF THE REACTOR!
HE'S COUNTING ON ME...
...AND I DON'T EVEN KNOW HOW TO BEGIN!


MAYBE I SHOULD GO FOR HELP INSTEAD! YEAH, THAT'S IT! I'LL GO TO THE COPS AND--
--THEY'LL SAY I'M CRAZY!
MAYBE I COULD CALL THE FANTASTIC FOUR OR THE AVENGERS... BUT WHO KNOWS HOW LONG IT'D TAKE THEM TO GET HERE--
--IF I COULD EVEN FIND A PHONE IN THIS PLACE!

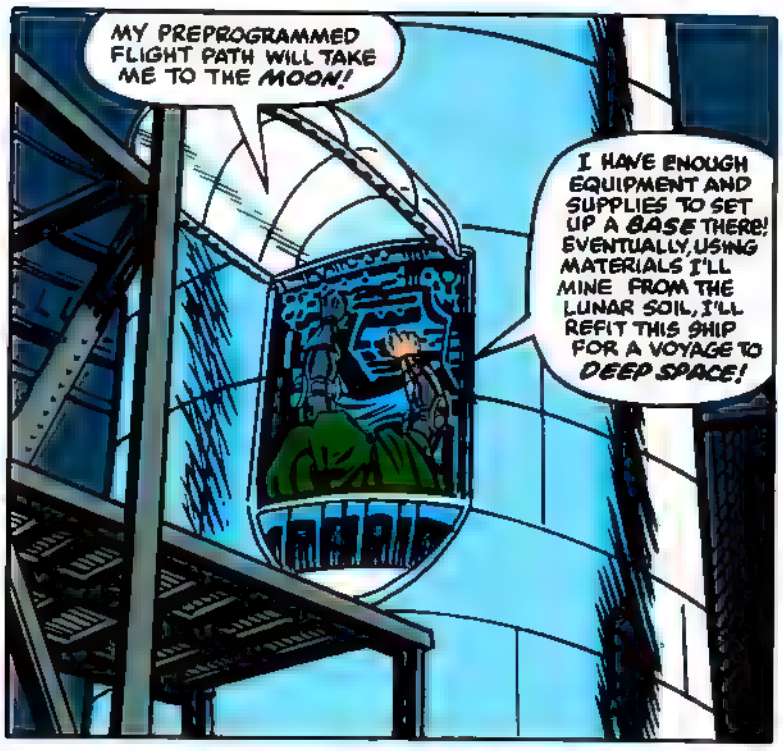
WHAT AM I SAYING--? I CAN'T RUN OUT ON HIM! I HAVE TO TRY!
I HAVE TO!
TRY WHAT, THOUGH? I DON'T EVEN KNOW WHAT I'M LOOKING AT! I MIGHT AS WELL TRY TO PUT TOGETHER A TRUCK TRANSMISSION BLINDFOLDED!

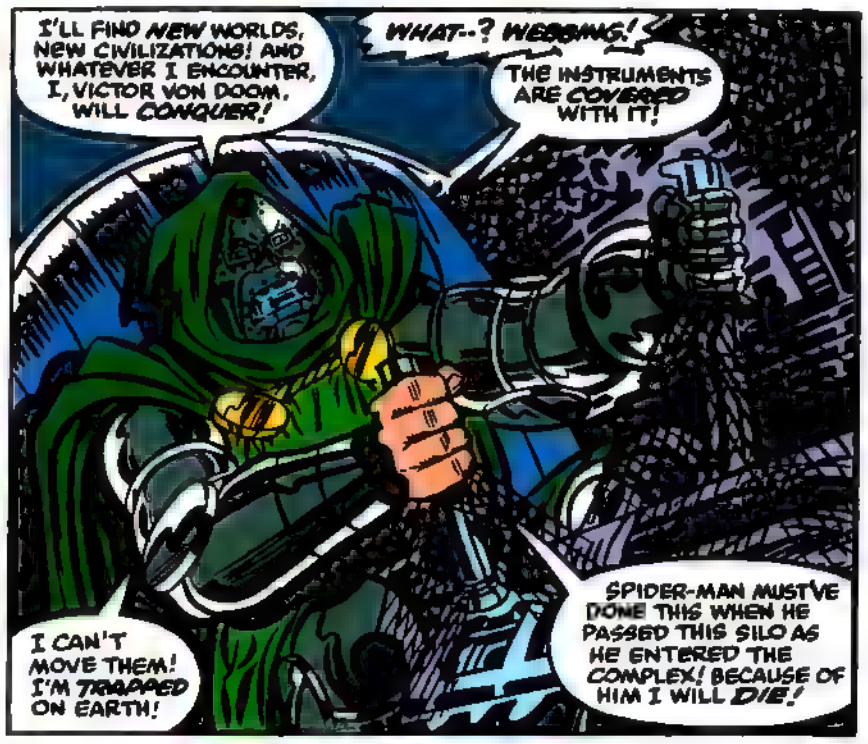

THIS THING HERE SEEMS TO BE CONNECTED TO THE REACTOR, AT LEAST! MAYBE THERE'S A PLUG I CAN PULL IN HERE, OR--
OH, MY GOD! I'VE NEVER SEEN ANYTHING SO COMPLEX!
I--I'M AFRAID! AFRAID TO TOUCH IT! AFRAID I'LL MAKE A MISTAKE THAT'LL END IT ALL FOR EVERYONE THAT MUCH SOONER! I CAN'T DO THIS!
BUT...WHAT CHOICE DO I HAVE?

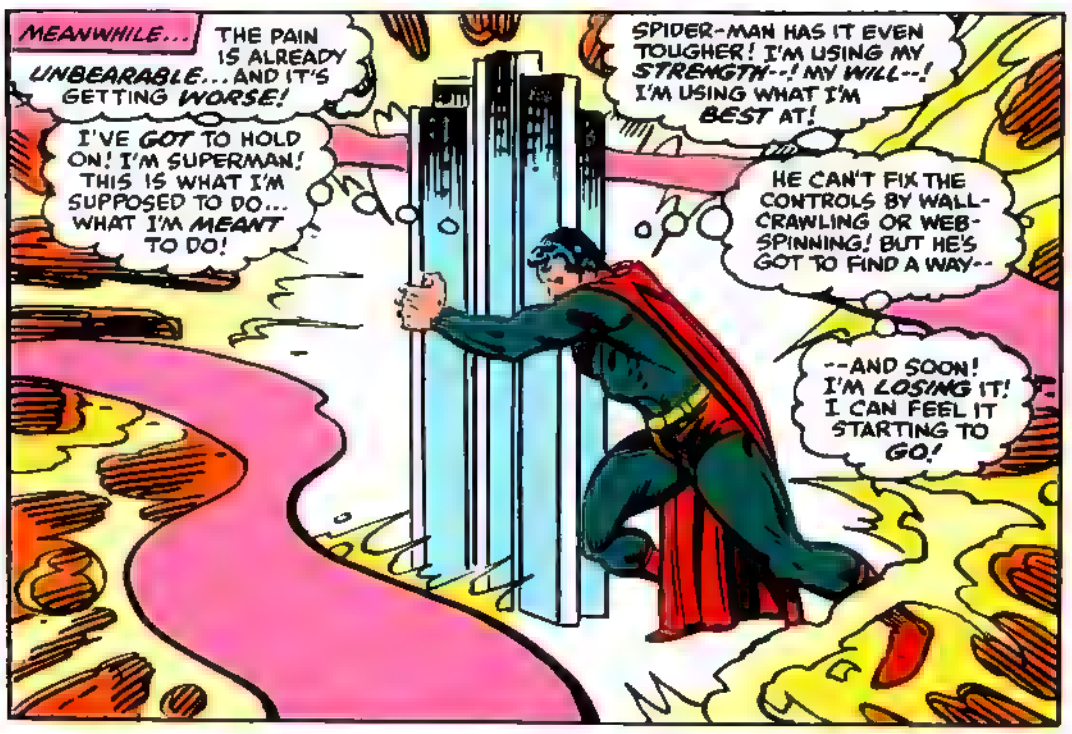

FAR BELOW SPIDER-MAN'S FEET, IONIZED PLASMA THIRTY MILLION DEGREES HOT, SWIRLS AROUND THE BODY OF THE MAN OF STEEL...
THIS IS EVEN WORSE THAN I EXPECTED!
I LOSE MY POWERS UNDER A RED SUN--AND THE PLASMA HERE IS VERY SIMILAR IN COMPOSITION TO A RED SUN!
I FEEL MY INVULNERABILITY SLIPPING AWAY! I--I'M SLOWLY BEING BURNED ALIVE!
I CAN'T GIVE UP! I'VE GOT TO HOLD THIS CORE TOGETHER UNTIL THE REACTOR IS STABILIZED!
HURRY, SPIDER-MAN!

THIS BANK OF CONTROLS AND CIRCUITS LOOKS THE SAME AS THE ONE DOOM BASHED INTO AND WRECKED! I GUESS THAT THIS IS THE BACKUP SYSTEM--
--BUT SOMEHOW, THE WHOLE WORKS SHORTED OUT, AND THIS THING DIDN'T KICK IN!
NO WONDER DOOM SPLIT!
I WISH I HAD SOME PLIERS...AND A HAIRPIN!
SWEAT DAMPENS SPIDER-MAN'S PALMS--

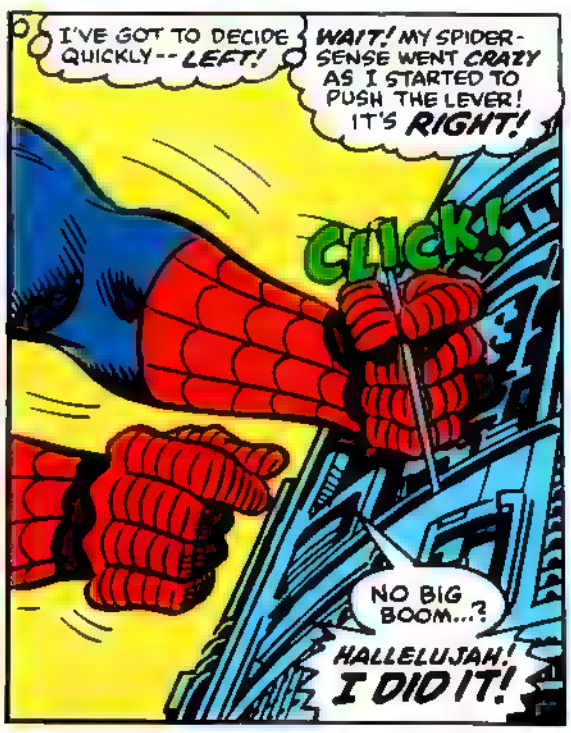
--AS HE STRUGGLES TO SAVE THE EARTH, ELSEWHERE IN THE VAST COMPLEX, AN EQUALLY ANXIOUS, FAR MORE MENACING FIGURE, RACES TO FLEE THE EARTH...
I MADE IT! IN SECONDS I'LL BE IN SPACE!


MY PREPROGRAMMED FLIGHT PATH WILL TAKE ME TO THE MOON!
I HAVE ENOUGH EQUIPMENT AND SUPPLIES TO SET UP A BASE THERE! EVENTUALLY, USING MATERIALS I'LL MINE FROM THE LUNAR SOIL, I'LL REFIT THIS SHIP FOR A VOYAGE TO DEEP SPACE!

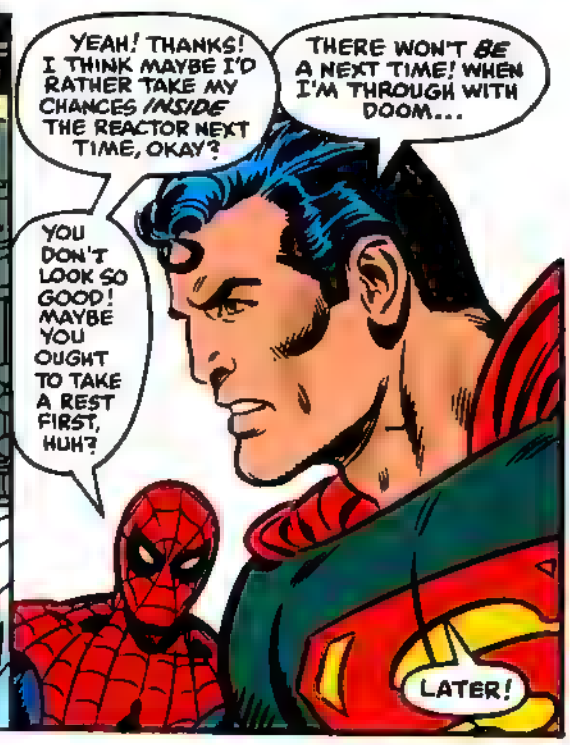

I'LL FIND NEW WORLDS, NEW CIVILIZATIONS! AND WHATEVER I ENCOUNTER, I, VICTOR VON DOOM, WILL CONQUER!
WHAT--? WEBBING!
THE INSTRUMENTS ARE COVERED WITH IT!
I CAN'T MOVE THEM! I'M TRAPPED ON EARTH!
SPIDER-MAN MUST'VE DONE THIS WHEN HE PASSED THIS SILO AS HE ENTERED THE COMPLEX! BECAUSE OF HIM I WILL DIE!

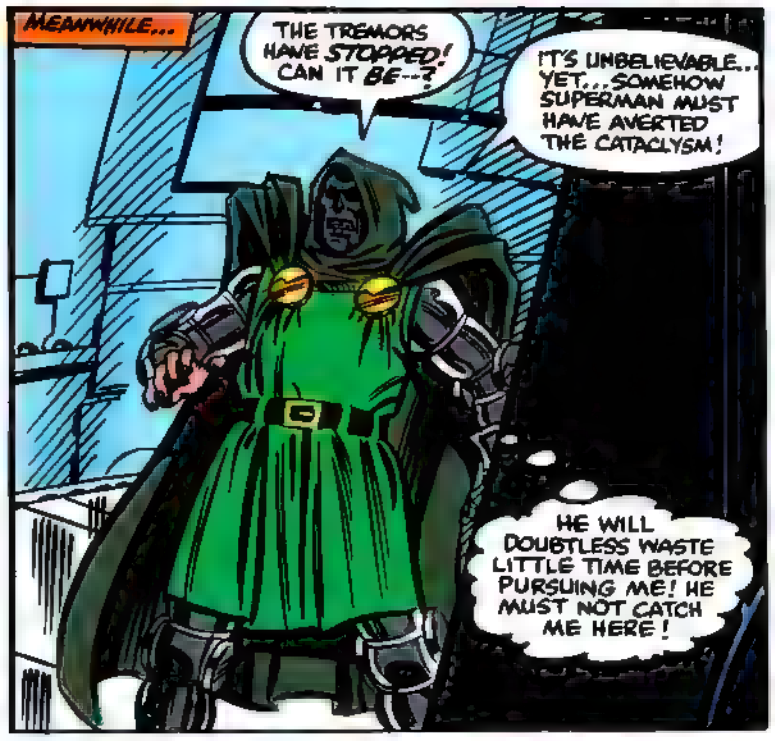

MEANWHILE...
THE PAIN IS ALREADY UNBEARABLE... AND IT'S GETTING WORSE!
I'VE GOT TO HOLD ON! I'M SUPERMAN! THIS IS WHAT I'M SUPPOSED TO DO... WHAT I'M MEANT TO DO!
SPIDER-MAN HAS IT EVEN TOUGHER! I'M USING MY STRENGTH--! MY WILL--! I'M USING WHAT I'M BEST AT!
HE CAN'T FIX THE CONTROLS BY WALL-CRAWLING OR WEB-SPINNING! BUT HE'S GOT TO FIND A WAY--
--AND SOON! I'M LOSING IT! I CAN FEEL IT STARTING TO GO!

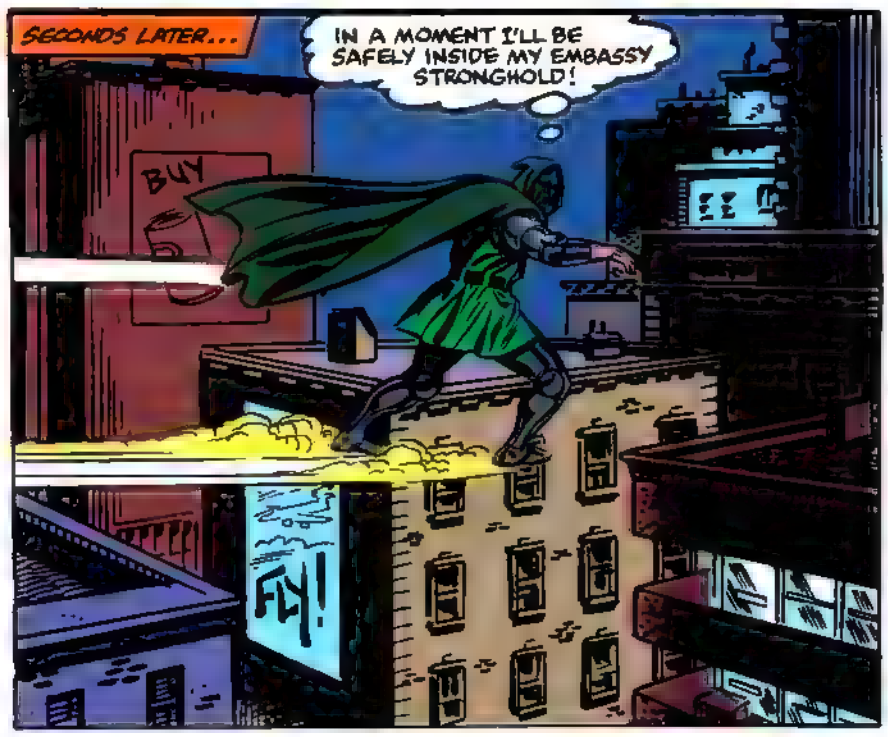
OH, NO! THE WHOLE PLACE IS STARTING TO SHAKE! COME ON, PARKER! YOU'RE SUPPOSED TO BE A SCIENCE WHIZ! YOU'VE WORKED WITH PRINTED CIRCUITS AND COMPUTERS BEFORE! COME ON! WHY CAN'T YOU--
HOLD IT! THIS IS STARTING TO MAKE SOME SENSE TO ME! THOSE THINGS THERE ARE MICRO-FLUX SENSORS! THEY MAY BE THE PROBLEM! THIS LEVER OPERATES 'EM--
--BUT WHICH WAY DO I MOVE IT?
THE WRONG WAY COULD CAUSE A POWER SURGE WHICH COULD CAUSE A VERY BIG BOOM!


I'VE GOT TO DECIDE QUICKLY--LEFT!
WAIT! MY SPIDER-SENSE WENT CRAZY AS I STARTED TO PUSH THE LEVER! IT'S RIGHT!
CLICK!
NO BIG BOOM...?
HALLELUJAH! I DID IT!

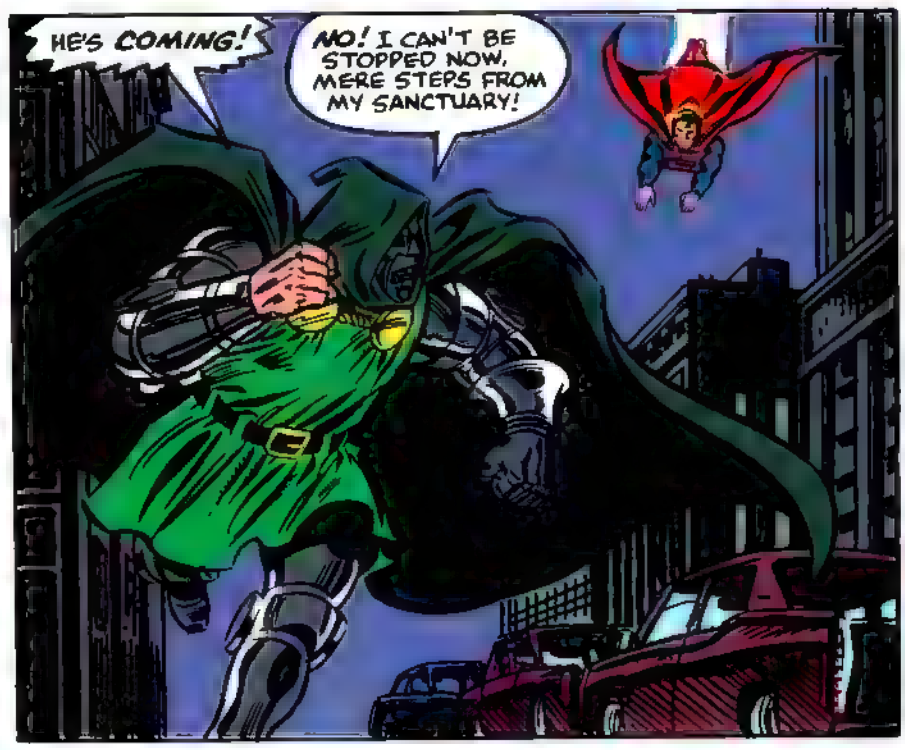
WHEW!
GOOD WORK!
IT'LL BE OKAY FOR A WHILE!

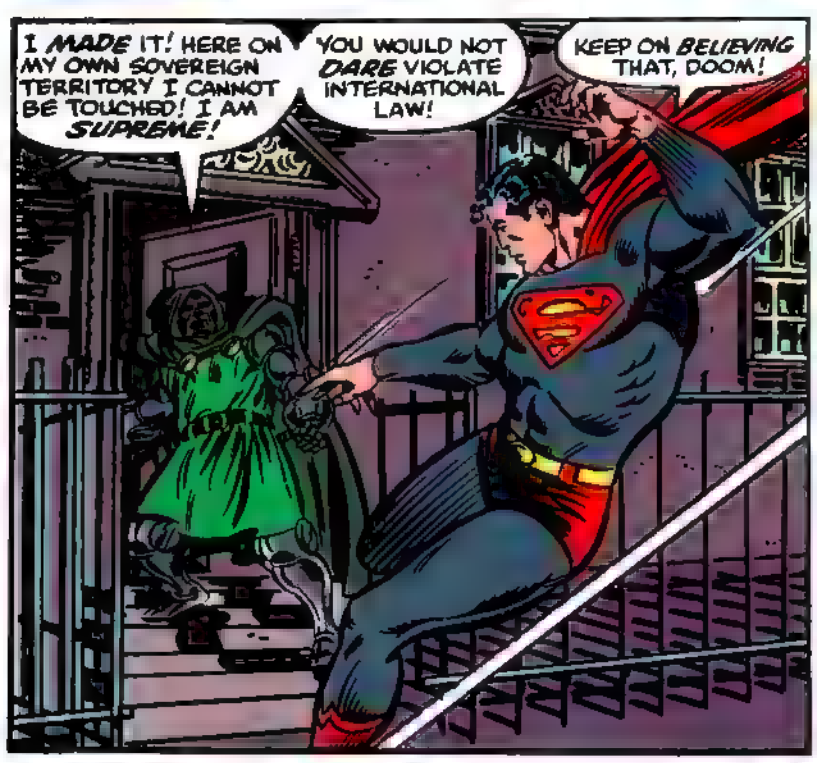

YEAH! THANKS! I THINK MAYBE I'D RATHER TAKE MY CHANCES INSIDE THE REACTOR NEXT TIME, OKAY?
THERE WON'T BE A NEXT TIME! WHEN I'M THROUGH WITH DOOM...
YOU DON'T LOOK SO GOOD! MAYBE YOU OUGHT TO TAKE A REST FIRST, HUH?
LATER!

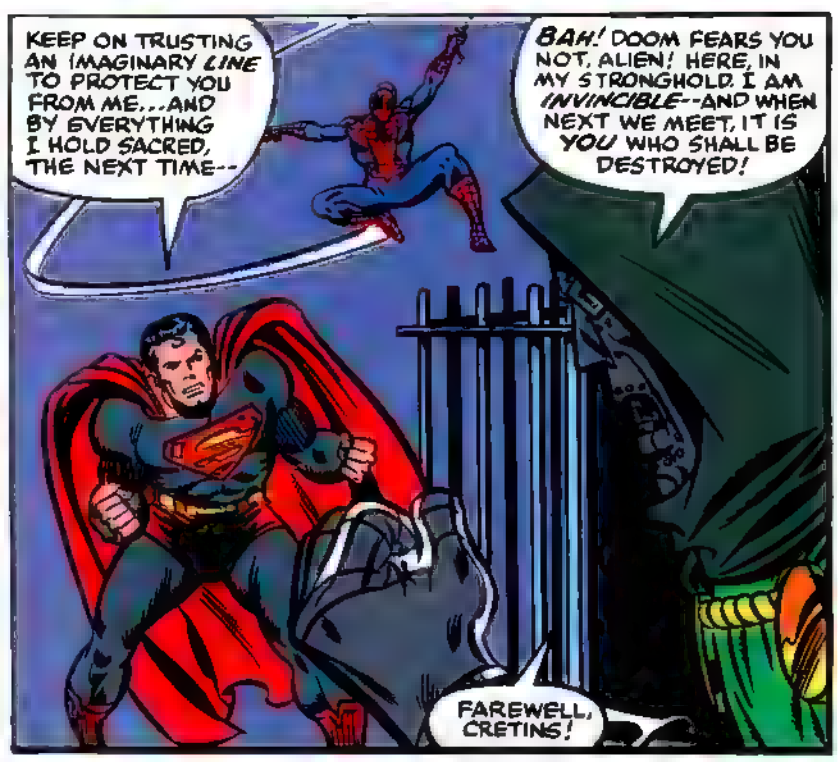

MEANWHILE...
THE TREMORS HAVE STOPPED! CAN IT BE--?
IT'S UNBELIEVABLE... YET...SOMEHOW SUPERMAN MUST HAVE AVERTED THE CATACLYSM!
HE WILL DOUBTLESS WASTE LITTLE TIME BEFORE PURSUING ME! HE MUST NOT CATCH ME HERE!

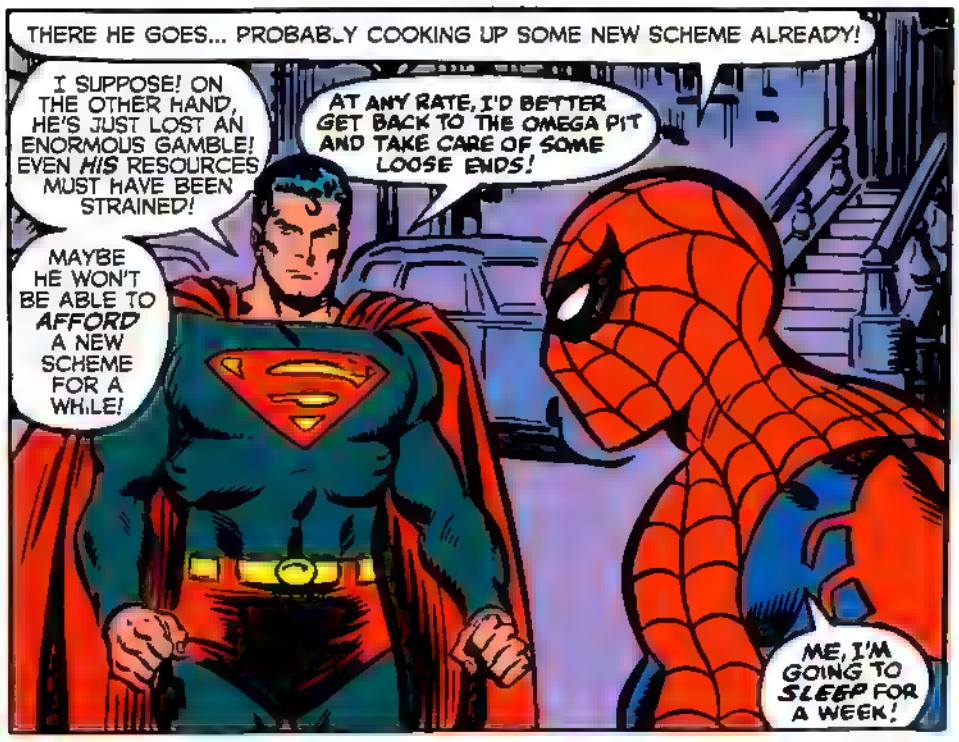

SECONDS LATER...
IN A MOMENT I'LL BE SAFELY INSIDE MY EMBASSY STRONGHOLD!
BUY
FLY!

MY BOOT ROCKETS! THEY'RE FAILING!
MY ARMOR'S INTRICATE CIRCUITRY MUST HAVE BEEN MORE DAMAGED THAN I SUSPECTED BY THE LOSS OF MY GAUNTLET!


HE'S COMING!
NO! I CAN'T BE STOPPED NOW, MERE STEPS FROM MY SANCTUARY!


I MADE IT! HERE ON MY OWN SOVEREIGN TERRITORY I CANNOT BE TOUCHED! I AM SUPREME!
YOU WOULD NOT DARE VIOLATE INTERNATIONAL LAW!
KEEP ON BELIEVING THAT, DOOM!

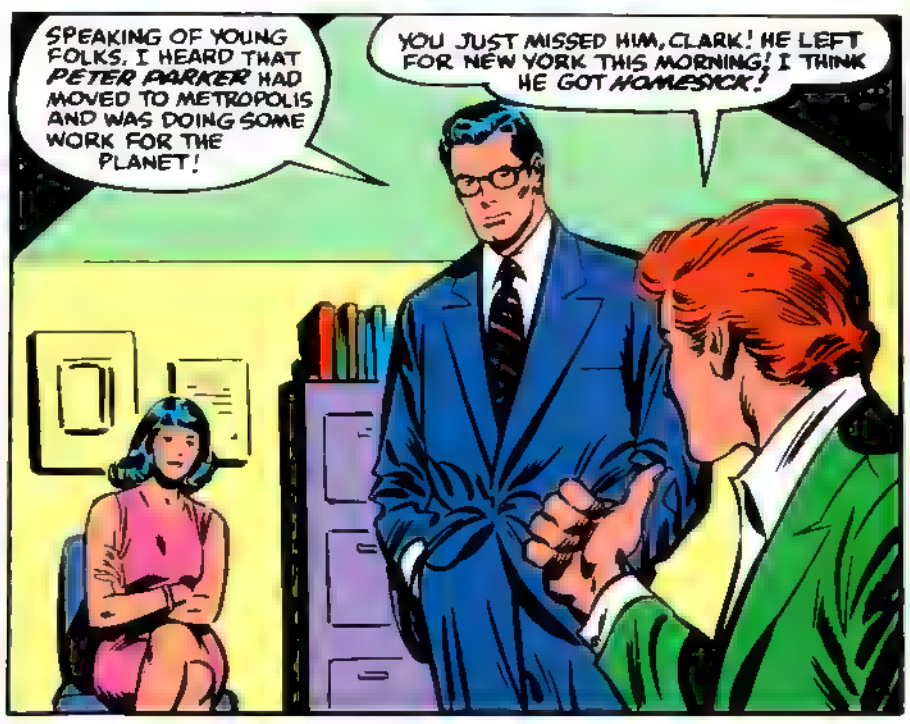

KEEP ON TRUSTING AN IMAGINARY LINE TO PROTECT YOU FROM ME...AND BY EVERYTHING I HOLD SACRED, THE NEXT TIME--
BAH! DOOM FEARS YOU NOT, ALIEN! HERE, IN MY STRONGHOLD, I AM INVINCIBLE--AND WHEN NEXT WE MEET, IT IS YOU WHO SHALL BE DESTROYED!
FAREWELL, CRETINS!

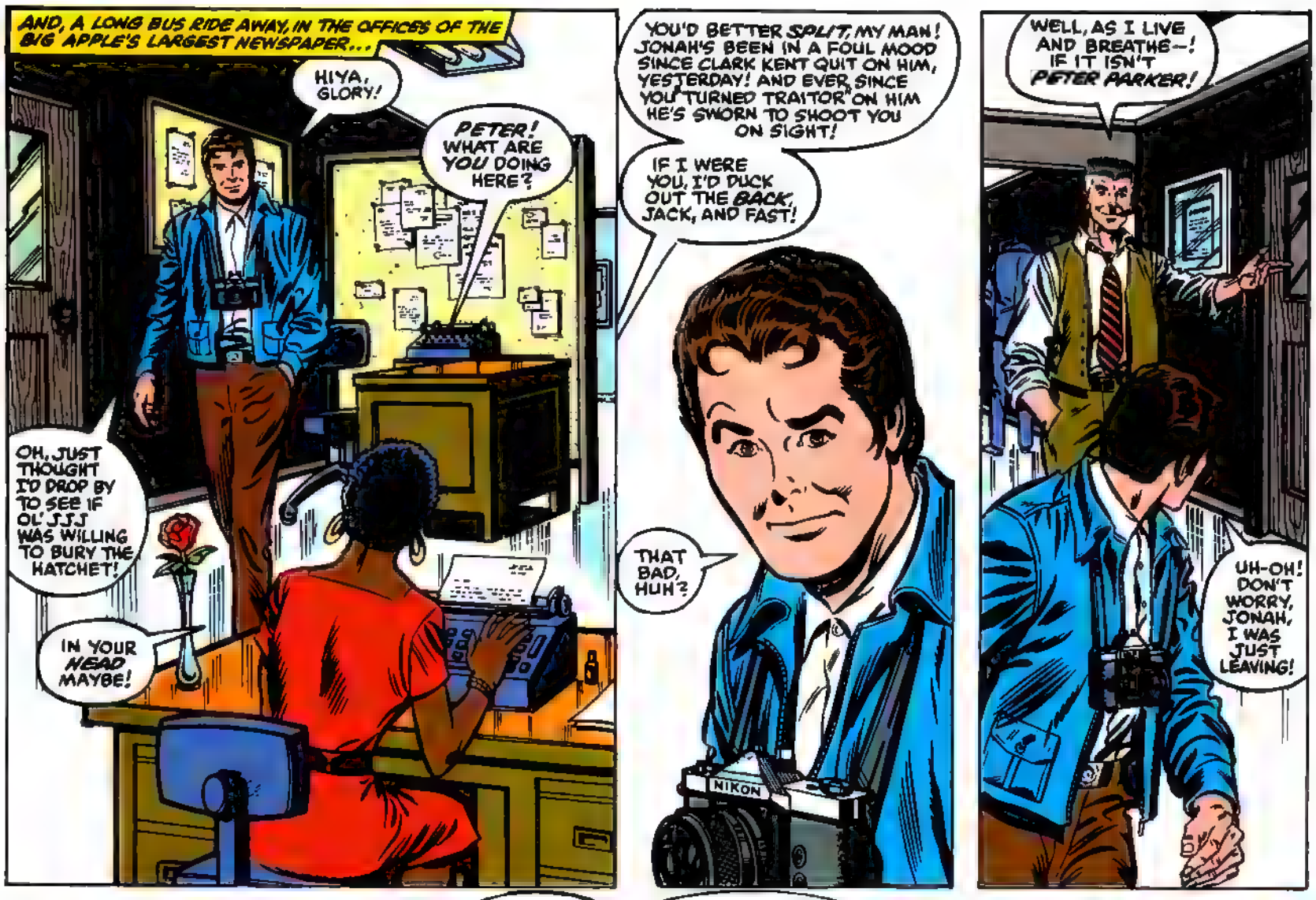

THERE HE GOES... PROBABLY COOKING UP SOME NEW SCHEME ALREADY!
I SUPPOSE! ON THE OTHER HAND, HE'S JUST LOST AN ENORMOUS GAMBLE! EVEN HIS RESOURCES MUST HAVE BEEN STRAINED!
AT ANY RATE, I'D BETTER GET BACK TO THE OMEGA PIT AND TAKE CARE OF SOME LOOSE ENDS!
MAYBE HE WON'T BE ABLE TO AFFORD A NEW SCHEME FOR A WHILE!
ME, I'M GOING TO SLEEP FOR A WEEK!

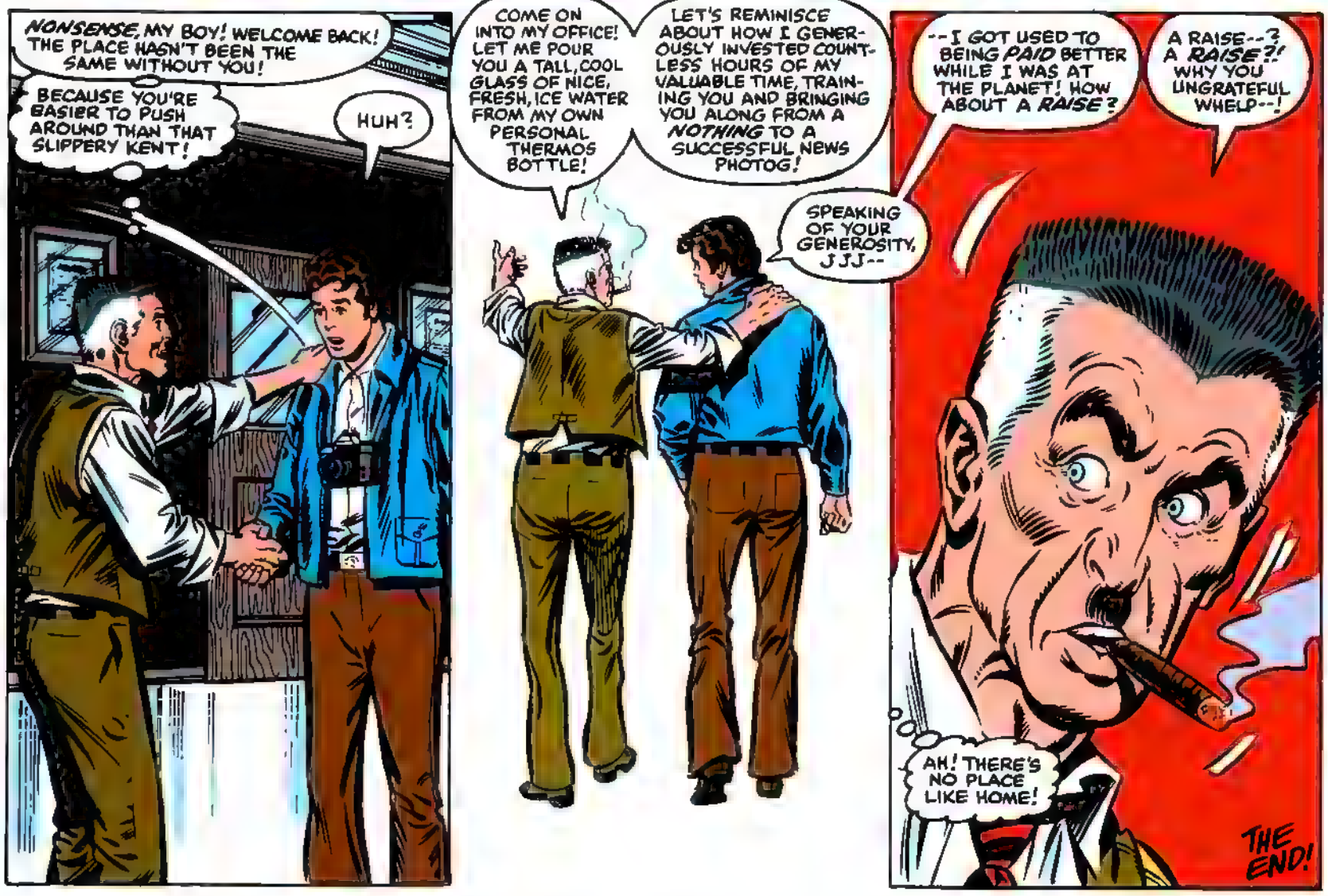
THE FOLLOWING AFTERNOON, IN METROPOLIS...
--AND AFTER I EXPLAINED TO MR. EDGE THAT I HAD GONE TO WORK FOR THE BUGLE ONLY BECAUSE SUPERMAN ASKED ME TO, HE AGREED TO LET ME HAVE MY JOB BACK!
THAT'S TERRIFIC, CLARK!
TELL US MORE ABOUT THIS OMEGA THING!

YEAH! LIKE WHAT HAPPENED AFTER SUPERMAN AND SPIDER-MAN CHASED DOOM BACK TO THE EMBASSY?
WELL, SUPERMAN RETURNED TO OMEGA ONE AND MANAGED TO DISMANTLE DOOM'S RUNAWAY REACTOR--AND GENERALLY MOPPED THINGS UP!
I TAKE IT HE FREED WONDER WOMAN--BUT WHAT HAPPENED TO THE HULK?
APPARENTLY, HIS STASIS TUBE WAS CRACKED SOMEHOW DURING THE FIGHTING--
--AND HE WAS GONE WHEN SUPERMAN GOT BACK! I GUESS SUPERMAN FIGURED IT WAS BETTER JUST TO LEAVE HIM ALONE!
SPIDER-MAN INTRIGUES ME! HE'S SUCH A MYSTERY! VOLATILE... OBVIOUSLY YOUNG... POWERFUL! MAYBE EVEN DANGEROUS! A LOT OF PEOPLE STILL THINK HE'S AN ENEMY OF SOCIETY! I WONDER WHAT HE'S REALLY LIKE!

I DON'T KNOW, LOIS! I NEVER EVEN SAW HIM UP CLOSE, OF COURSE... BUT I GATHER HE'S AS GOOD AS THEY COME!
SUPERMAN TOLD ME THAT HE'D STAKE HIS LIFE ON SPIDER-MAN!


SPEAKING OF YOUNG FOLKS, I HEARD THAT PETER PARKER HAD MOVED TO METROPOLIS AND WAS DOING SOME WORK FOR THE PLANET!
YOU JUST MISSED HIM, CLARK! HE LEFT FOR NEW YORK THIS MORNING! I THINK HE GOT HOMESICK!


AND, A LONG BUS RIDE AWAY, IN THE OFFICES OF THE BIG APPLE'S LARGEST NEWSPAPER...
HIYA, GLORY!
PETER! WHAT ARE YOU DOING HERE?
OH, JUST THOUGHT I'D DROP BY TO SEE IF OL' JJJ WAS WILLING TO BURY THE HATCHET!
IN YOUR HEAD MAYBE!
YOU'D BETTER SPLIT, MY MAN! JONAH'S BEEN IN A FOUL MOOD SINCE CLARK KENT QUIT ON HIM, YESTERDAY! AND EVER SINCE YOU TURNED TRAITOR ON HIM HE'S SWORN TO SHOOT YOU ON SIGHT!
IF I WERE YOU, I'D DUCK OUT THE BACK, JACK, AND FAST!
THAT BAD, HUH?
NIKON
WELL, AS I LIVE AND BREATHE--! IF IT ISN'T PETER PARKER!
UH-OH! DON'T WORRY, JONAH, I WAS JUST LEAVING!


NONSENSE, MY BOY! WELCOME BACK! THE PLACE HASN'T BEEN THE SAME WITHOUT YOU!
BECAUSE YOU'RE EASIER TO PUSH AROUND THAN THAT SLIPPERY KENT!
HUH?
COME ON INTO MY OFFICE! LET ME POUR YOU A TALL, COOL GLASS OF NICE, FRESH, ICE WATER FROM MY OWN PERSONAL THERMOS BOTTLE!
LET'S REMINISCE ABOUT HOW I GENEROUSLY INVESTED COUNTLESS HOURS OF MY VALUABLE TIME, TRAINING YOU AND BRINGING YOU ALONG FROM A NOTHING TO A SUCCESSFUL NEWS PHOTOG!
SPEAKING OF YOUR GENEROSITY, JJJ--
--I GOT USED TO BEING PAID BETTER WHILE I WAS AT THE PLANET! HOW ABOUT A RAISE?
A RAISE--? A RAISE?! WHY YOU UNGRATEFUL WHELP--!
AH! THERE'S NO PLACE LIKE HOME!
THE END!

SPIDER-MAN

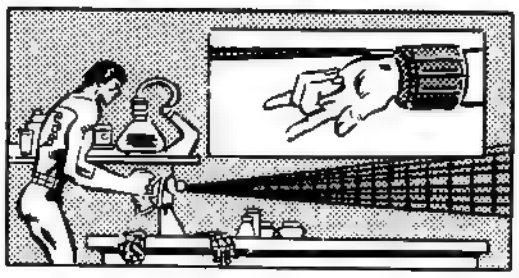
Created by Stan Lee and Steve Ditko

DURING A DEMONSTRATION ON THE EFFECTS OF RADIOACTIVITY, A COMMON SPIDER WAS ACCIDENTALLY BOMBARDED BY UNTOLD AMOUNTS OF RADIATION -- AND IN THE SPLIT-SECOND BEFORE IT DIED, THE TINY CREATURE BIT THE NEAREST LIVING THING... YOUNG **PETER PARKER!**

PETER SOON DISCOVERED THAT THE SPIDER'S BITE HAD ALTERED HIS BODY CHEMISTRY -- IN EFFECT, TURNING HIM INTO A HUMAN SPIDER! LIKE A SPIDER, HE COULD CLING TO ANY SURFACE, NO MATTER HOW SMOOTH!

HE NOW POSSESSED THE PROPORTIONATE STRENGTH OF A SPIDER ... STRENGTH THAT WAS SOON PUT TO GOOD USE AS PETER ASSUMED THE COSTUMED IDENTITY OF **SPIDER-MAN!**

ONE OF THE MOST NIMBLE BEINGS ALIVE, SPIDER-MAN CAN LEAP THE WIDTH OF A CITY STREET... AND ATTAIN A HEIGHT OF OVER THREE STORIES WITH A SINGLE SPRING!



A BRILLIANT SCIENCE STUDENT, PETER DEVELOPED A SET OF WRIST-WORN WEB-SHOOTERS, WHICH ENABLE HIM TO SIMULATE THE WEB-SPINNING ABILITIES OF THE SPIDER!

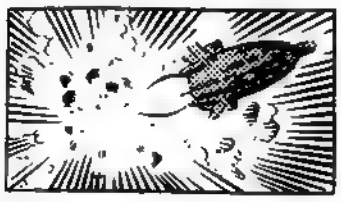
AND, IN SOME INEXPLICABLE WAY, SPIDER-MAN IS ABLE TO SENSE WHEN HE IS THREATENED BY PERSONAL DANGER. THANKS TO THIS "SPIDER-SENSE", IT IS ALMOST IMPOSSIBLE TO TAKE HIM BY SURPRISE... EVEN IN THE DARK.

UTILIZING HIS WEBBING AS A THIN, INCREDIBLY STRONG LINE SPIDER-MAN CAN TRAVERSE A CITY IN MERE MINUTES!

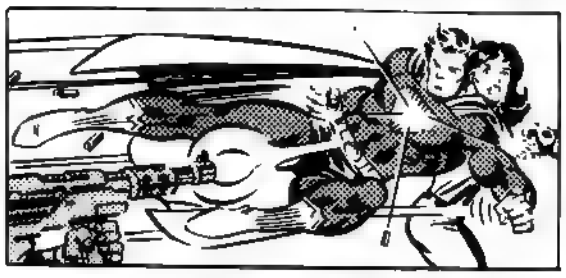
TRULY, IN ALL THE ANNALS OF HERODOM, THERE IS NO ONE QUITE LIKE... THE **AMAZING SPIDER-MAN!**

SUPERMAN

Created by Jerry Siegel and Joe Shuster



ROCKETED AWAY FROM THE DOOMED PLANET KRYPTON, THE BABY KAL-EL WAS SENT TO EARTH, WHERE HE GREW TO MANHOOD WITH POWERS AND ABILITIES FAR BEYOND THOSE OF MORTAL MEN!



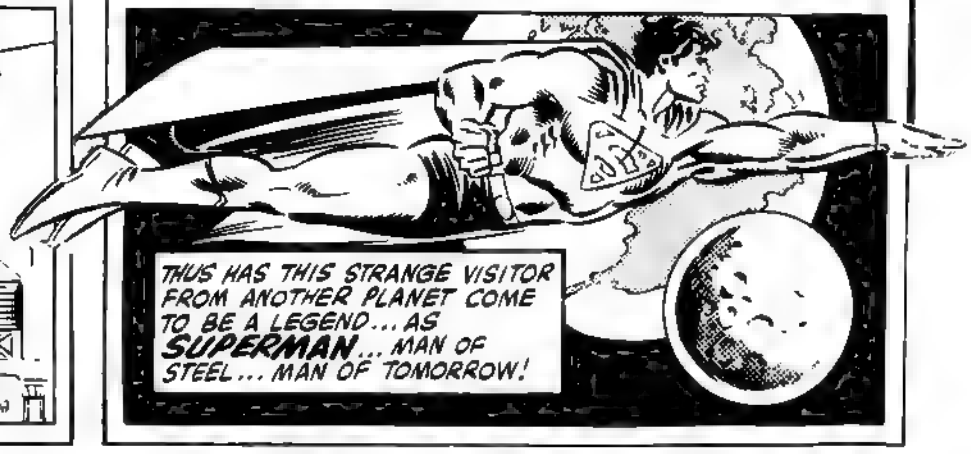
HE FOUND THAT HE WAS FASTER THAN A SPEEDING BULLET AND THAT NOT EVEN AN EXPLODING SHELL COULD PENETRATE HIS INVULNERABLE SKIN!

DUE TO EARTH'S LIGHTER GRAVITY AND THE RAYS OF OUR YELLOW SUN, HIS STRENGTH IS NEARLY BEYOND COMPREHENSION... ENABLING HIM TO CHANGE THE COURSE OF MIGHTY RIVERS... BEND STEEL IN HIS BARE HANDS!

HIS SENSES ARE FAR ADVANCED BEYOND THE NORMAL HUMAN PERCEPTIONS. HE CAN HEAR THE MOST DISTANT CRY... SEE THROUGH SOLID OBJECTS WITH HIS X-RAY VISION!

AND, INCREDIBLY, HE CAN LEAP THE TALLEST BUILDING IN A SINGLE BOUND... AND ACTUALLY FLY THROUGH THE HEAVENS!

DISGUISED AS CLARK KENT, MILD-MANNERED JOURNALIST, HE FIGHTS A NEVER-ENDING BATTLE FOR TRUTH, JUSTICE AND THE AMERICAN WAY!



THUS HAS THIS STRANGE VISITOR FROM ANOTHER PLANET COME TO BE A LEGEND... AS **SUPERMAN**... MAN OF STEEL... MAN OF TOMORROW!

DC® AND MARVEL® PRESENT:
$2.50
BATMAN
VS.
THE INCREDIBLE HULK®
THE BLAZING BATTLE YOU NEVER EXPECTED TO SEE!
ALSO FEATURING THE VILE VILLAINY OF THE JOKER AND THE SHAPER OF WORLDS!
C-755

EVOLUTION OF A COVER

Intro by Len Wein

I'm going to let you in on a little secret: in my almost quarter of a century as a comics professional, I can't honestly recall ever meeting anyone who was in this business for the money. Oh, don't misunderstand me. It's nice to get paid for what we do (terminal starvation having a decided tendency to abruptly shorten one's career). But, for the most part, we who labor in these four-color fields do so out of love.

You see, while it may appear to be the so-called adult comics professional who talks to his editor, negotiating page rates and discussing deadlines, it's actually a ten-year-old kid who sits behind the typewriter/word processor and claps his hands gleefully at the thought of what he's doing.

"I can't believe it," the ten-year-old chortles to himself "I'm sitting here writing Superman (or Spider-Man, or the favorite hero of one's choice), and they're actually paying me to do it."

Or at least, that's how it feels most of the time.

Get the point?

We do this stuff because it's endlessly fulfilling, because it's all the boundless dreams and aspirations of childhood made real. But, mostly we just do it because it's fun.

Which brings us, at last, to the BATMAN/INCREDIBLE HULK crossover of which I was fortunate enough to be a part.

Because, when it comes to fun, people, I've rarely had more.

Whenever fans ask me who my single favorite character is, who I've most enjoyed writing, I have to tell there are actually two. At DC, it is, was, and probably always will be The Batman; and at Marvel, it was definitely The Incredible Hulk. I've had my two longest regular runs as writer on those characters and, if the opportunity presented itself tomorrow to write either of them again, you can't believe how quickly I'd be back at the keyboard.

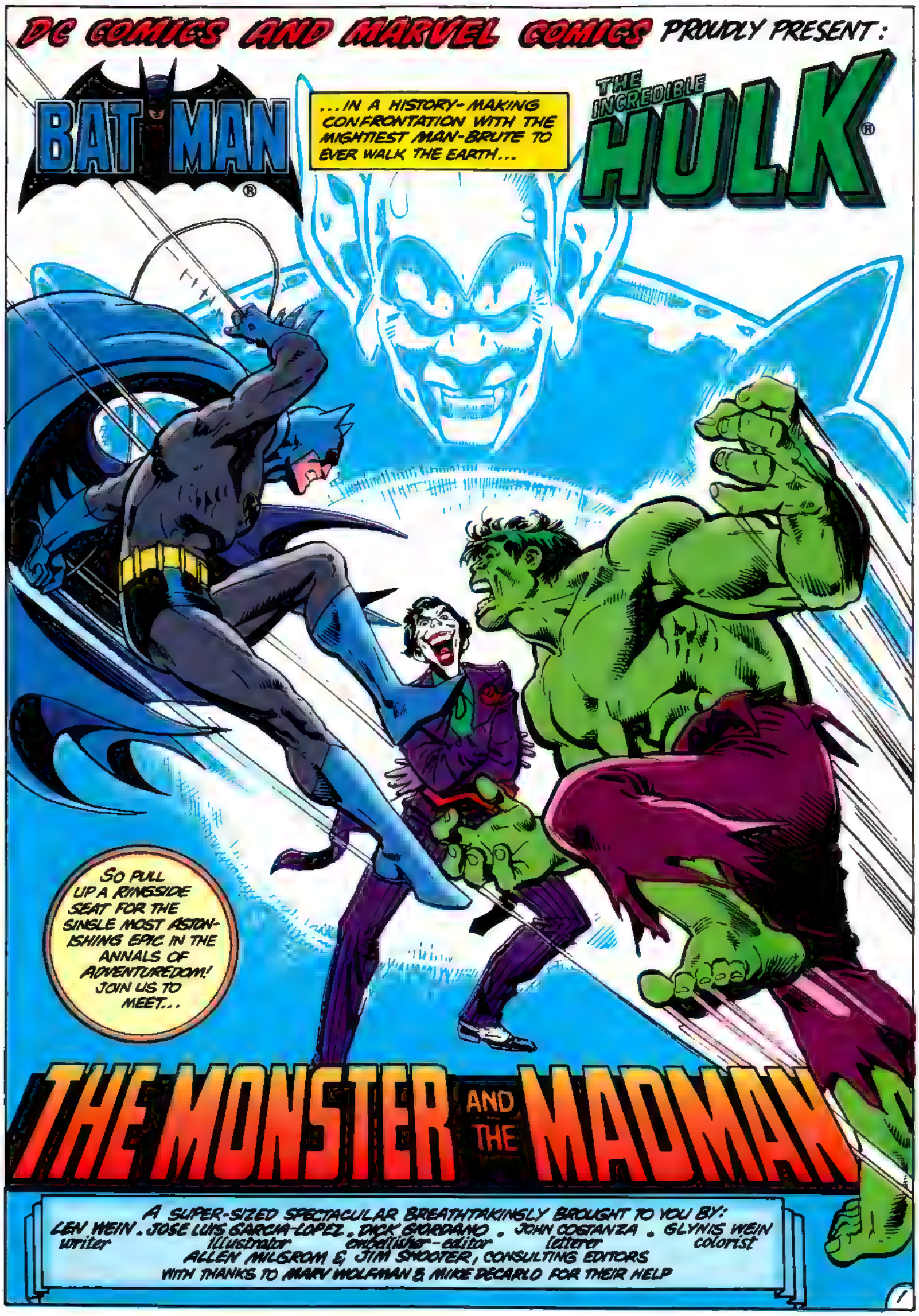
So when I was approached by Julius Schwartz regarding the possibility of my actually handling a team-up of those two characters, I set an Olympic record jumping at the chance. The fact that this particular story was going to be pencilled by José Luis Garcia-Lopéz, one of the most extraordinarily talented artists with whom it has ever been my pleasure to collaborate, didn't exactly dull my enthusiasm none either.

This story provided my first real opportunity to play around in the miasmic mind of The Joker, easily one of the most perversely inspiring characters in the history of this business, as well as a chance to revisit the mysterious Shaper of Worlds, whom I'd already used in The Hulk. It also provided an interesting set of challenges.

For example, how does one stage a battle between a behemoth who can level buildings and a human being who, while certainly one of the world's greatest athletes, is hardly stronger than any ordinary man? Well, fortunately, this human being is also one of the world's sharpest, swiftest intellects while the man-monster (at this point in his ongoing evolution) is about as smart as sour cream. Thus, their first battle in this epic adventure has an unexpected outcome. And their second battle...?

Well, why don't you read on and find out for yourself.

If you have half as much fun reading this story as I had writing it, you're in for a real treat.

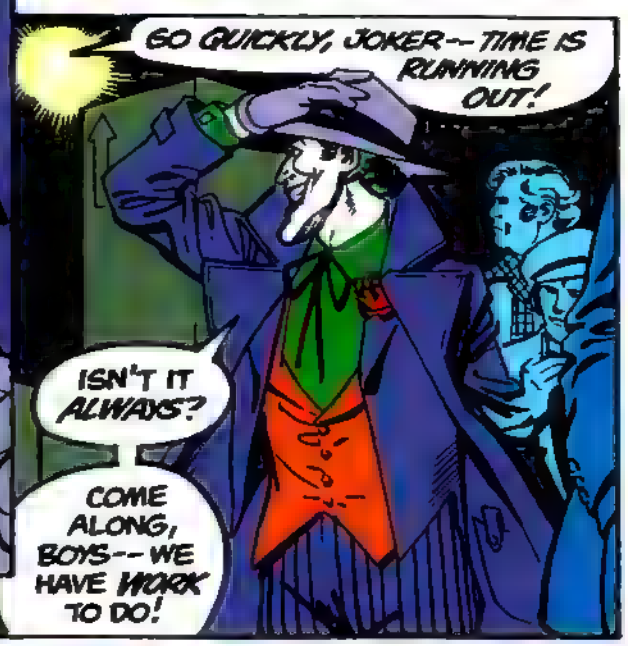

DC COMICS AND MARVEL COMICS PROUDLY PRESENT:
BATMAN
...IN A HISTORY-MAKING CONFRONTATION WITH THE MIGHTIEST MAN-BRUTE TO EVER WALK THE EARTH...
THE INCREDIBLE HULK
SO PULL UP A RINGSIDE SEAT FOR THE SINGLE MOST ASTONISHING EPIC IN THE ANNALS OF ADVENTUREDOM! JOIN US TO MEET...
THE MONSTER AND THE MADMAN
A SUPER-SIZED SPECTACULAR BREATHTAKINGLY BROUGHT TO YOU BY:
LEN WEIN writer . JOSE LUIS GARCIA-LOPEZ illustrator . DICK GIORDANO embellisher-editor . JOHN COSTANZA letterer . GLYNIS WEIN colorist
ALLEN MILGROM & JIM SHOOTER, CONSULTING EDITORS
WITH THANKS TO MARV WOLFMAN & MIKE DECARLO FOR THEIR HELP
1

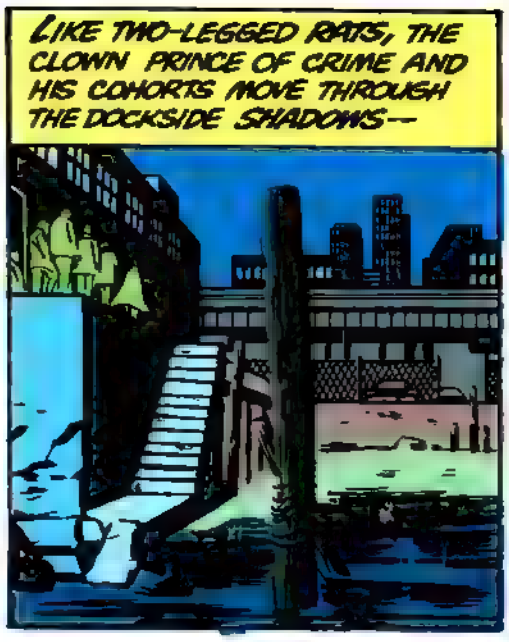
PROLOGUE:
THE TEMPERATURE HIT 90° THIS HOT SUMMER'S DAY IN GOTHAM CITY-- AND THE OCCASIONAL ERRANT BREEZE WHICH NOW WHISPERS DOWN THE BENIGHTED STREETS DOES LITTLE TO DISPEL THE OPPRESSIVE HUMIDITY WHICH MAKES EVEN SLEEP A MOIST EFFORT...
CASE IN POINT: ONE HARVEY MAXWELL, WHO FOR MONTHS NOW HAS BEEN TALKING ABOUT BUYING AN AIR CONDITIONER--
--AND NOW IS PAYING THE PRICE OF HIS PROCRASTINATION.
TOSSING FITFULLY, HARVEY SUMMONS DREAMS OF ARCTIC ICE AND KEENING WINDS--
--IN A DESPERATE ATTEMPT TO ESCAPE THE SWELTERING HEAT!
AN EFFORT THAT SUCCEEDS--
EH?
--BEYOND HARVEY'S WILDEST EXPECTATIONS!
NO! THIS AIN'T POSSIBLE--!
TELL ME I'M STILL DREAMIN'!
'CAUSE IF I'M AWAKE--
--THEN I'VE GOTTA BE OUT OF MY MIND!!
AND THUS BEGINS THE NIGHTMARE!
2

THE RIVOLI THEATRE, ON GOTHAM'S UPPER EAST SIDE--
Rivoli
MIDNIGHT MONSTER MARATHON
--WHERE SCORES OF 'B' MOVIE DEVOTEES HAVE COME THIS SMOLDERING MIDNIGHT TO RELIVE THE CELLULOID FANTASIES OF THEIR YOUTH...
BUT WHILE MOST IN THE AUDIENCE SIT WITH THEIR EYES FIXED ON THE SCREEN, THERE ARE SOME WHO HAVE EYES ONLY FOR EACH OTHER...
THAT IS, UNTIL THEY OPEN THOSE STARRY EYES FOR ONE BRIEF MOMENT--
B-B-BOBBIE...?
--TO DISCOVER THEY SUDDENLY HAVE AN AUDIENCE ALL THEIR OWN!
BOBBIE, I WANT TO GO HOME.
AND THUS THE NIGHTMARE GROWS...
WHILE, IN AN ISOLATED WAREHOUSE ALONG GOTHAM'S STEAMING WATERFRONT...
YOU MUST ACT QUICKLY--THE PAIN IS GROWING UNBEARABLE!
3

HAVE I EVER DISAPPOINTED YOU, PAL?
WHATEVER ELSE MAY CHANGE IN THIS INCONSTANT WORLD OF OURS, ONE THING REMAINS CERTAIN--
--THE JOKER ALWAYS DELIVERS!
THIS SIDE UP
SO JUST LAY BACK--RELAX--AND PUT YOURSELF IN THESE TRUSTY VELVET-GLOVED HANDS!

I KNOW EXACTLY WHAT YOU'RE AFTER, AND I'LL GET IT FOR YOU...
...BUT THEN, FRIEND, I'D BETTER GET MINE!


GO QUICKLY, JOKER--TIME IS RUNNING OUT!
ISN'T IT ALWAYS?
COME ALONG, BOYS--WE HAVE WORK TO DO!

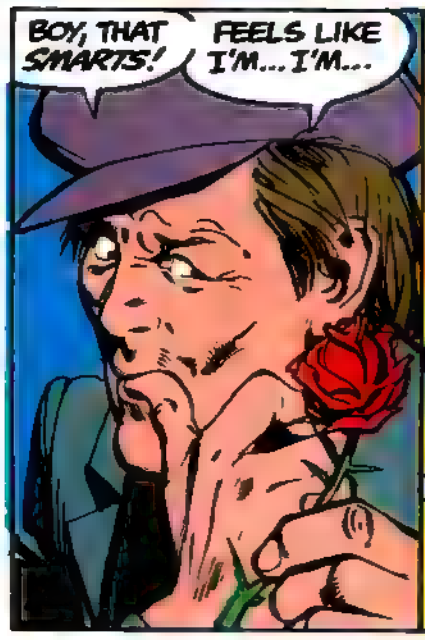

LIKE TWO-LEGGED RATS, THE CLOWN PRINCE OF CRIME AND HIS COHORTS MOVE THROUGH THE DOCKSIDE SHADOWS--

--MUTTERING AS THEY GO...
Y'KNOW, I AIN'T NEVER SEEN THE BOSS LIKE THIS--!
IT'S ALMOST LIKE HE'S SCARED 'A THAT FREAK IN THE WAREHOUSE.
AH, KENNIE MY BOY, YOU REALLY DON'T UNDERSTAND, DO YOU?
4

WHAT I'M INVOLVED IN HERE IS A SIMPLE BUSINESS ARRANGEMENT!
JUST BUSINESS, KENNIE--

--AND, QUITE FRANKLY, NONE OF YOURS!
HERE-- CATCH!
HUH--?!?

OUCH!
BLASTED THORNS--! ONE OF 'EM STABBED ME--!


BOY, THAT SMARTS!
FEELS LIKE I'M... I'M...

NO! THE THORNS--! THEY'RE--

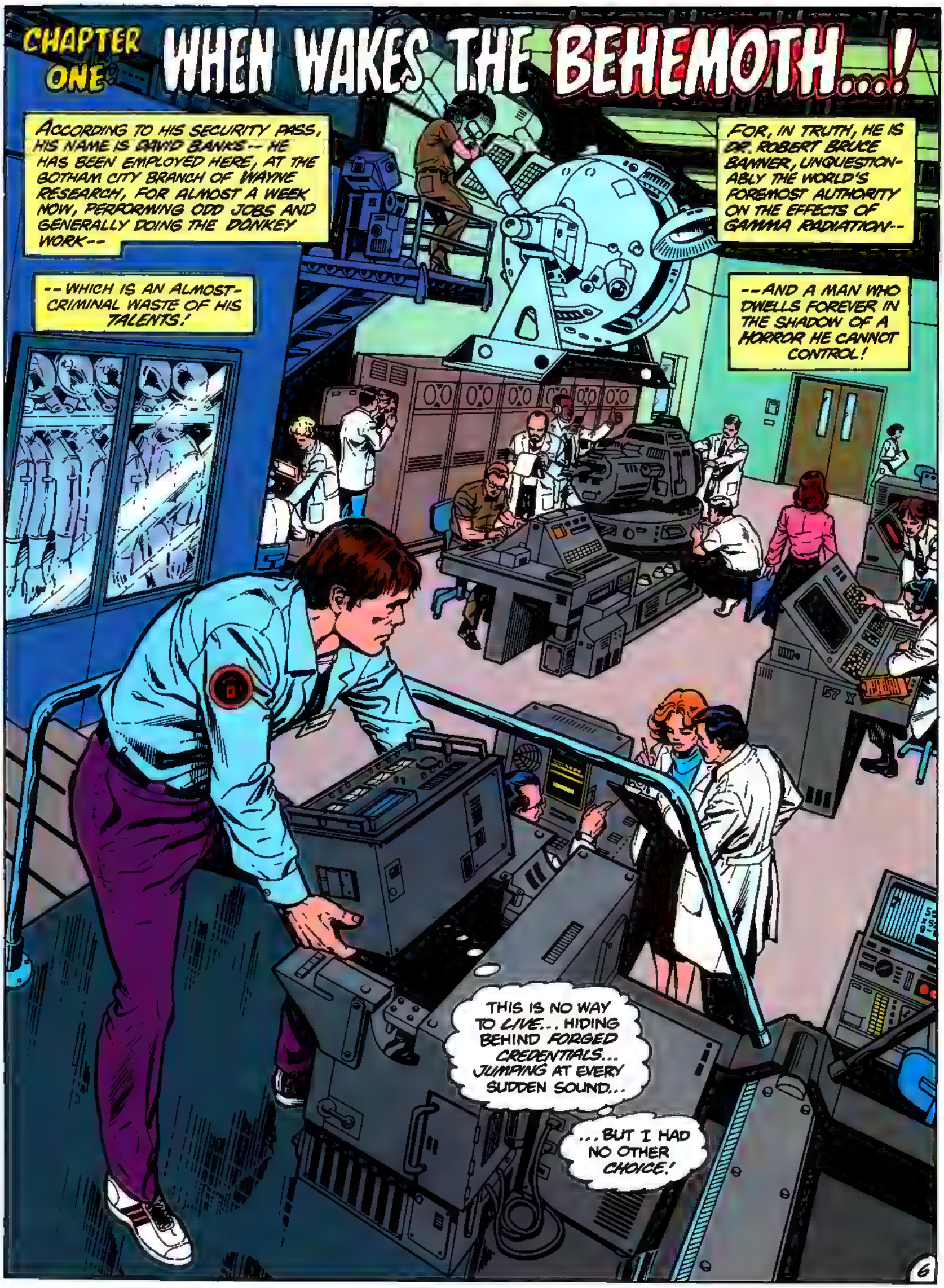
AARRGGHH!

QUITE RIGHT, DEAR BOY-- THEY'RE POISONED!

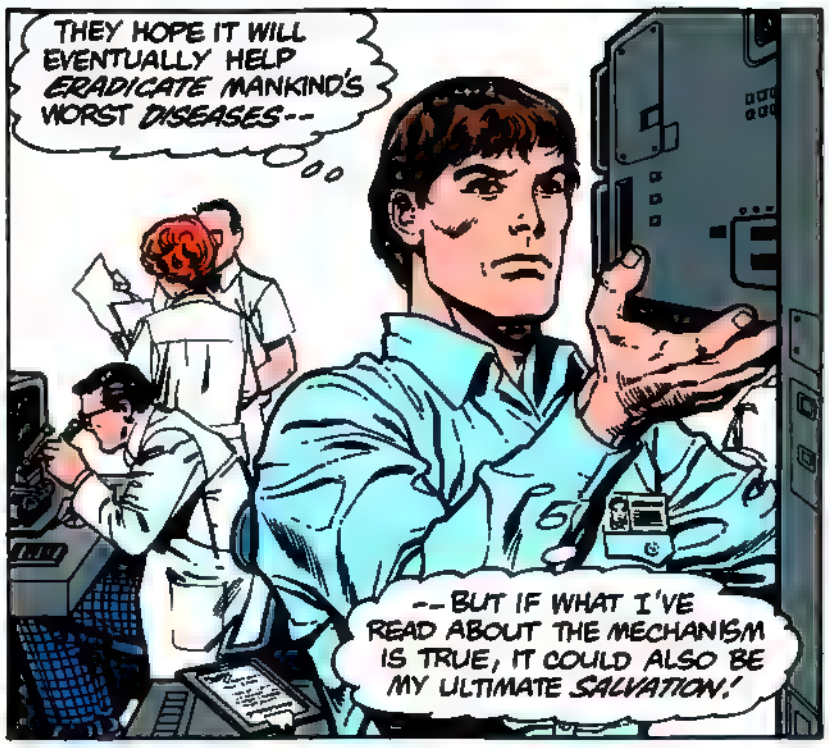
I ALWAYS MAKE IT A POINT TO DIP MY DAILY BOUTONNIERE IN MY OWN SPECIAL JOKER-VENOM-- WHICH CAUSES AGONIZING DEATH WITHIN SECONDS!
SURE BEATS THE HECK OUT OF THE OLD SQUIRTING FLOWER GAG, DOESN'T IT, KENNIE?
KENNIE?
SORE LOSER!

LET THAT BE A LESSON TO YOU, KENNIE OLD SON--
THE JOKER NEVER KNOWS FEAR!

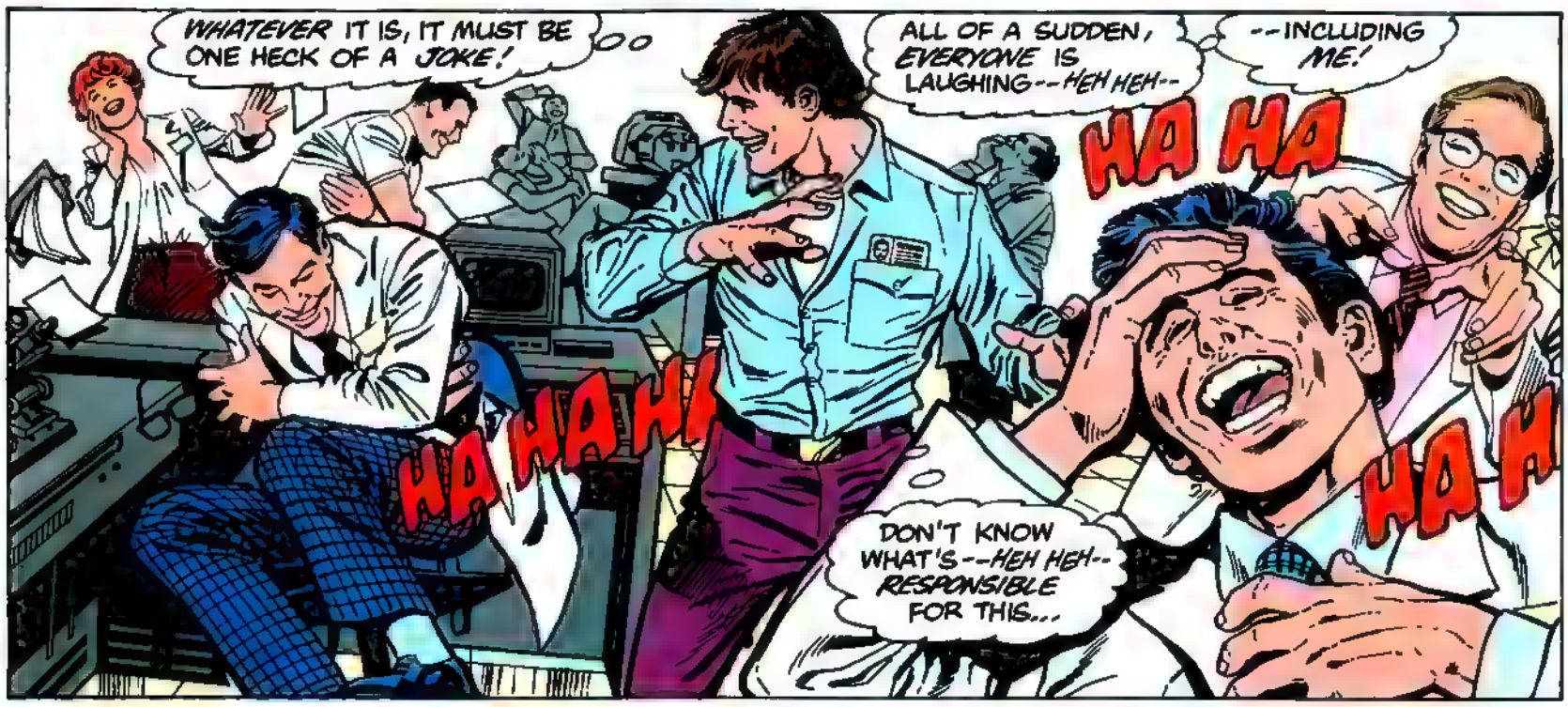
THE JOKER SIMPLY IS FEAR!
AND THUS IS THE NIGHTMARE SET FREE...
5


CHAPTER ONE
WHEN WAKES THE BEHEMOTH...!
ACCORDING TO HIS SECURITY PASS, HIS NAME IS DAVID BANKS -- HE HAS BEEN EMPLOYED HERE, AT THE GOTHAM CITY BRANCH OF WAYNE RESEARCH, FOR ALMOST A WEEK NOW, PERFORMING ODD JOBS AND GENERALLY DOING THE DONKEY WORK--
FOR, IN TRUTH, HE IS DR. ROBERT BRUCE BANNER, UNQUESTIONABLY THE WORLD'S FOREMOST AUTHORITY ON THE EFFECTS OF GAMMA RADIATION--
--WHICH IS AN ALMOST-CRIMINAL WASTE OF HIS TALENTS!
--AND A MAN WHO DWELLS FOREVER IN THE SHADOW OF A HORROR HE CANNOT CONTROL!
THIS IS NO WAY TO LIVE... HIDING BEHIND FORGED CREDENTIALS... JUMPING AT EVERY SUDDEN SOUND...
...BUT I HAD NO OTHER CHOICE!
6

I HAD TO GET A JOB HERE SOMEHOW--
--SO I COULD GET CLOSE TO THE EXPERIMENTAL GAMMA-GUN THEY'RE WORKING ON!


THEY HOPE IT WILL EVENTUALLY HELP ERADICATE MANKIND'S WORST DISEASES--
--BUT IF WHAT I'VE READ ABOUT THE MECHANISM IS TRUE, IT COULD ALSO BE MY ULTIMATE SALVATION!

PROPERLY ADJUSTED, IT MAY CURE ME OF--
--EH?
HA HA HA
WHAT'S SO FUNNY?


WHATEVER IT IS, IT MUST BE ONE HECK OF A JOKE!
ALL OF A SUDDEN, EVERYONE IS LAUGHING--HEH HEH--
--INCLUDING ME!
HA HA
HA HA HA
HA HA
DON'T KNOW WHAT'S--HEH HEH--RESPONSIBLE FOR THIS...

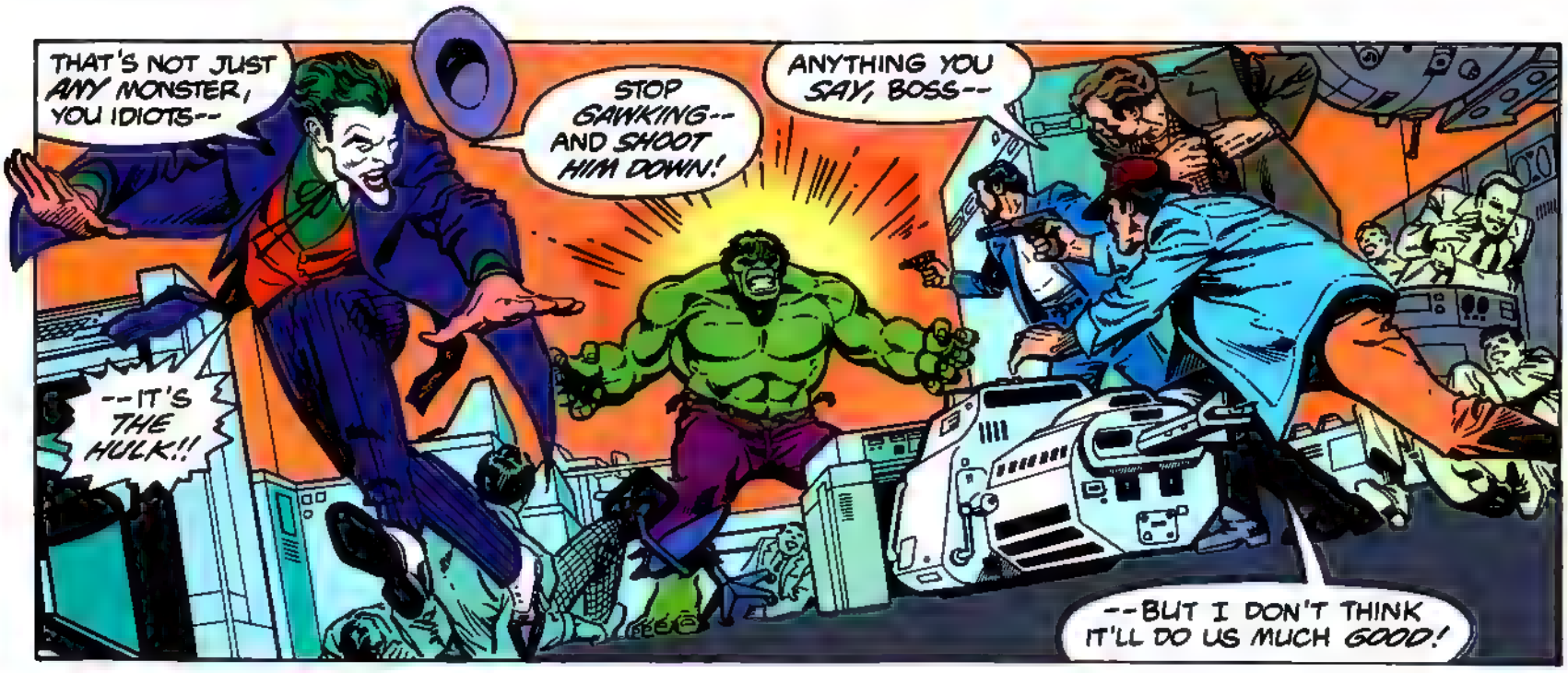
...BUT I'VE GOT TO--HEH HEH--DO SOMETHING!

THESE RADIATION SUITS HAVE THEIR OWN INTERNAL AIR SUPPLY--!
IF I CAN JUST--HEH HEH--GET INTO ONE BEFORE I--HA HA HA--LOSE CONTROL COMPLETELY--!

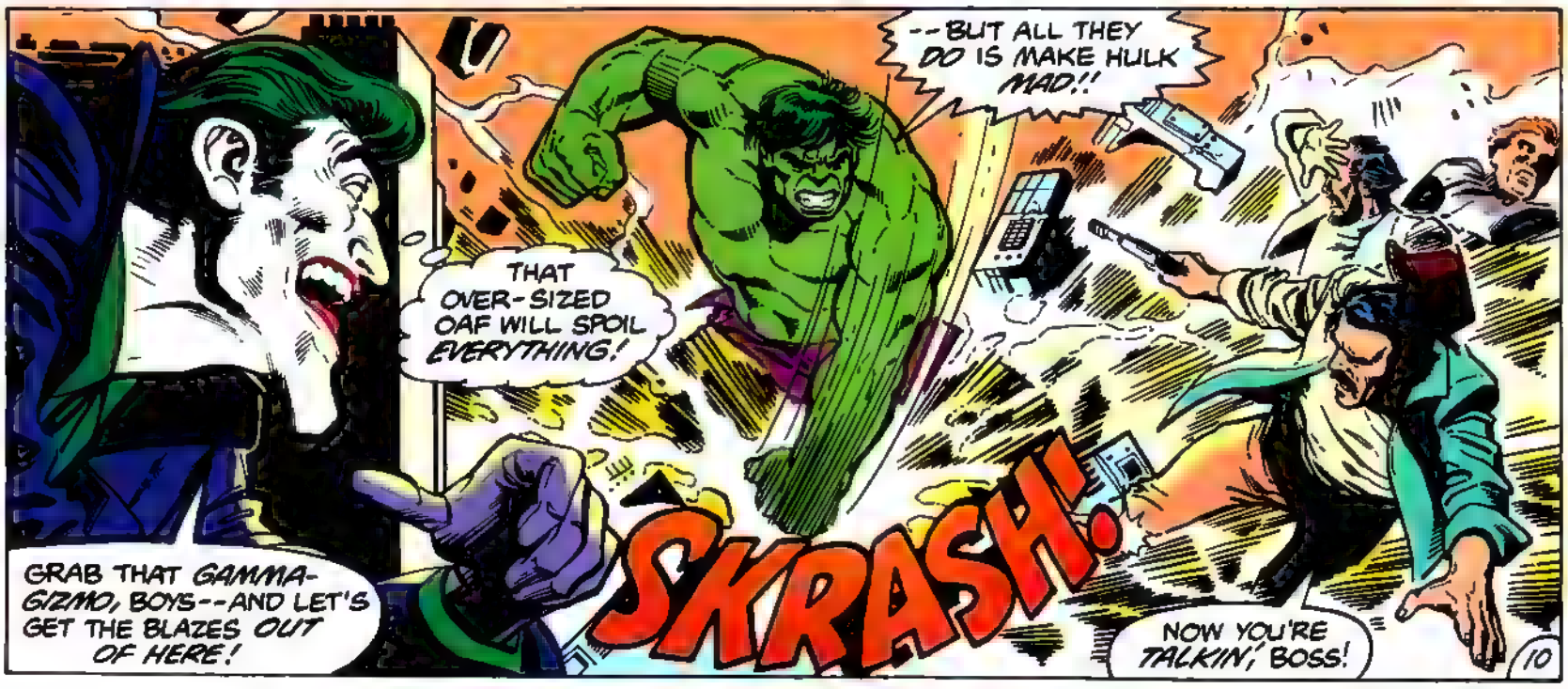
THERE--THAT'S BETTER!
SOON AS MY HEAD CLEARS, I'LL PASS OUT THE REST OF THESE SUITS TO EVERYONE ELSE!

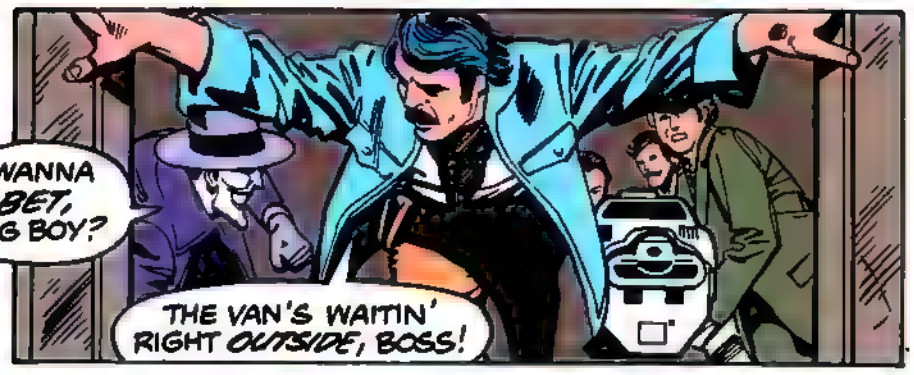
MAYBE TOGETHER WE CAN--
--HUH?
LAFAYETTE, I AM HERE!
NO... NOT HIM!
GEE, BOSS--THAT SPECIAL GAS YA PUMPED INTA THIS JOINT WORKED PERFECT!
AN' WE'RE IMMUNE TO IT JUST LIKE YA SAID!
THE JOKER THINKS OF EVERYTHING, ELMO!
IT'S ONE OF MY MOST ENDEARING QUALITIES!
NOW IF YOU BOYS WILL KINDLY COLLECT THAT OVER-SIZED TINKER-TOY, WE CAN BE ON OUR WAY!
NO-- NOT THE GAMMA-GUN!
IF THE JOKER STEALS THAT, HE STEALS MY CHANCE FOR A CURE!
I'VE GOT TO STOP HIM--BUT HOW?!
WAIT--! THAT EMERGENCY ALARM--!
IF I CAN JUST REACH IT WITHOUT BEING SPOTTED--!
BUT...
WELL, WELL--IT APPEARS WE'RE NOT ALONE IN HERE!
BOYS... MAKE US ALONE!
WIT' PLEASURE!
THAT FREAKY SUIT MAY PROTECT YA FROM THE BOSS'S GAS, PUNK--
--BUT IT WON'T SAVE YA FROM US!
THE ALARM--! HAVE TO SOUND THE ALARM--!
AND EVEN AS BANNER'S QUESTING FINGERS STRAIN TO MAKE CONTACT--
--HE IS DRAGGED DOWN!
MANUAL OPERATION ONLY
KLANGKLANGK
8

FRANTICALLY, THE FRAIL PHYSICIST STRUGGLES TO FREE HIMSELF FROM HIS ATTACKERS--
--HIS HEART POUNDING, HIS PULSE RACING--
--AN ADRENAL RUSH WHICH ONCE MORE CHARGES HIS GAMMA-IRRADIATED BLOOD--
--AND THUS TRIGGERS A MOST ASTOUNDING TRANSFORMATION--
--FREEING NOT BRUCE BANNER, BUT RATHER THE RAGING BEAST WHO DWELLS WITHIN HIM--
--THE BLUDGEONING BEHEMOTH WHO WAS BORN IN THE NUCLEAR FURY OF A GAMMA-BOMB EXPLOSION--
--THE ALMOST-MINDLESS HALF-TON HORROR MEN HAVE COME TO CALL...
...THE INCREDIBLE HULK!!
RRAARRGGHHH!
LEAVE HULK ALONE, PUNY HUMANS--
--OR HULK WILL SMASH!!
CRIPES! THE PUNK'S TURNED INTO SOME KINDA-- MONSTER!
9


THAT'S NOT JUST ANY MONSTER, YOU IDIOTS--
STOP GAWKING-- AND SHOOT HIM DOWN!
ANYTHING YOU SAY, BOSS--
--IT'S THE HULK!!
--BUT I DON'T THINK IT'LL DO US MUCH GOOD!

OUR SLUGS JUST BOUNCE OFF THIS FREAK LIKE JELLY BEANS!
YOU WERE WARNED TO LEAVE HULK ALONE-- BUT LITTLE MEN NEVER LISTEN!
I'VE HEARD OF BEIN' THICK-SKINNED-- BUT THIS IS RIDICULOUS!
ALWAYS THEY HUNT HULK WITH THEIR PUNY GUNS-- TRY TO KILL HULK--
SPKAK!
FHUT!
BLAM!
POW!


--BUT ALL THEY DO IS MAKE HULK MAD!!
THAT OVER-SIZED OAF WILL SPOIL EVERYTHING!
GRAB THAT GAMMA-GIZMO, BOYS--AND LET'S GET THE BLAZES OUT OF HERE!
SKRASH!
NOW YOU'RE TALKIN', BOSS!
10



GOING SOMEWHERE, PUNKS?

HE SWEEPS THROUGH THE DOOR LIKE SOME CREATURE BORN OF HELL, GRIM, FOREBODING...

BE CAREFUL, FOOLS--YOU'VE DROPPED THE GAMMA-GUN--!

IF THAT THING'S DESTROYED--!

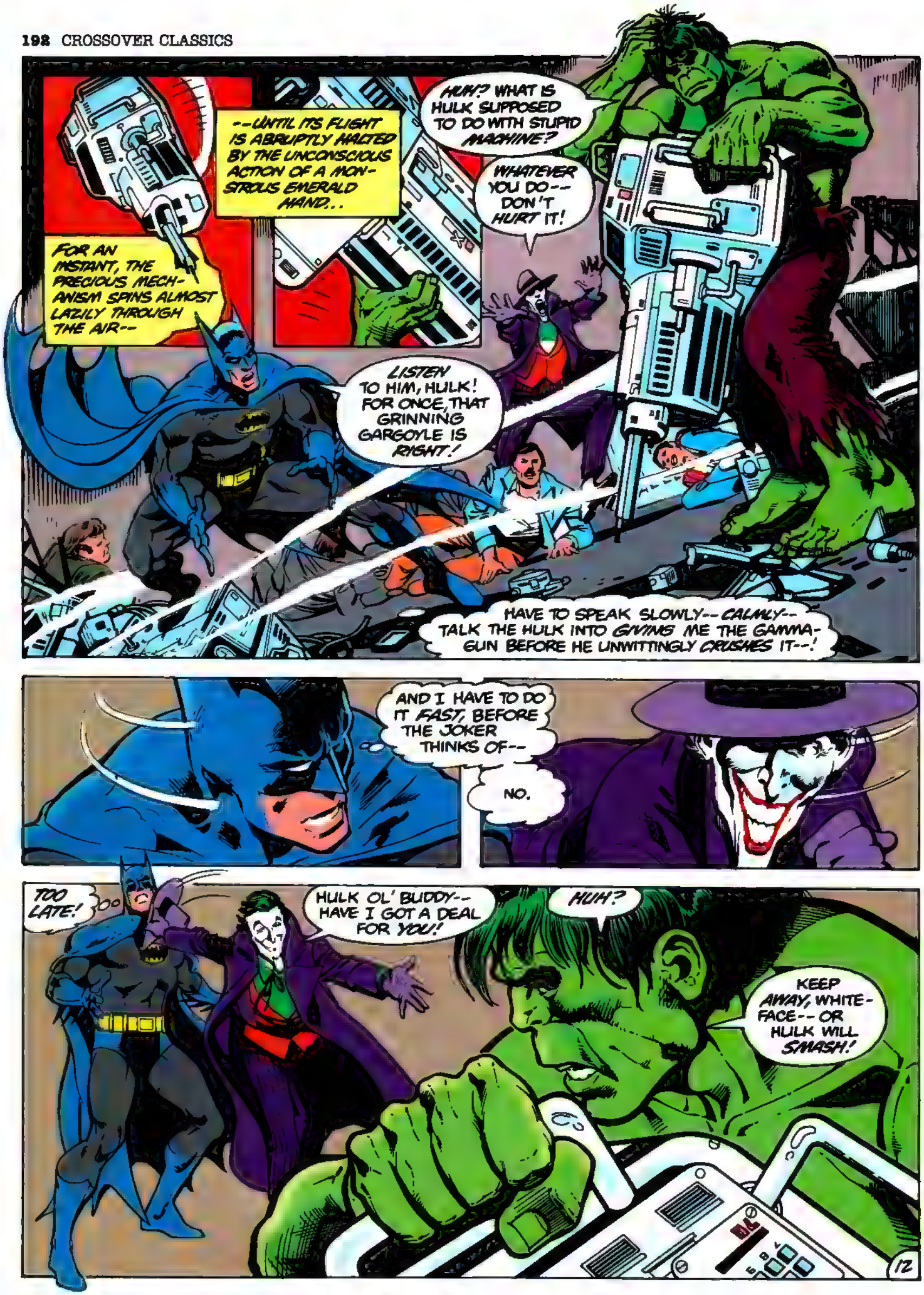
BUT HE IS NO DEMON, THIS DARK-CLAD CRUSADER--NOR IS HE AN AVENGING ANGEL...

HE IS SIMPLY THE BATMAN--AND THAT, IN ITSELF, IS ENOUGH!

UNNNFF!!

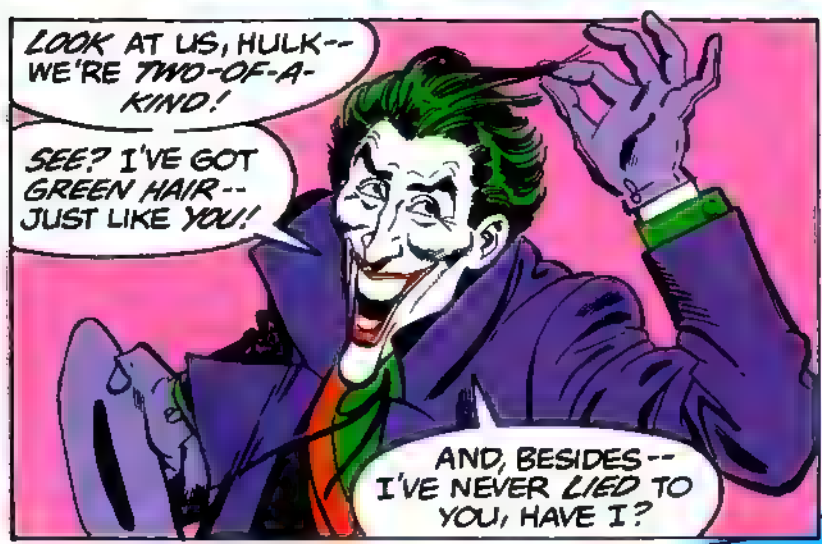
OOFFF!!

11

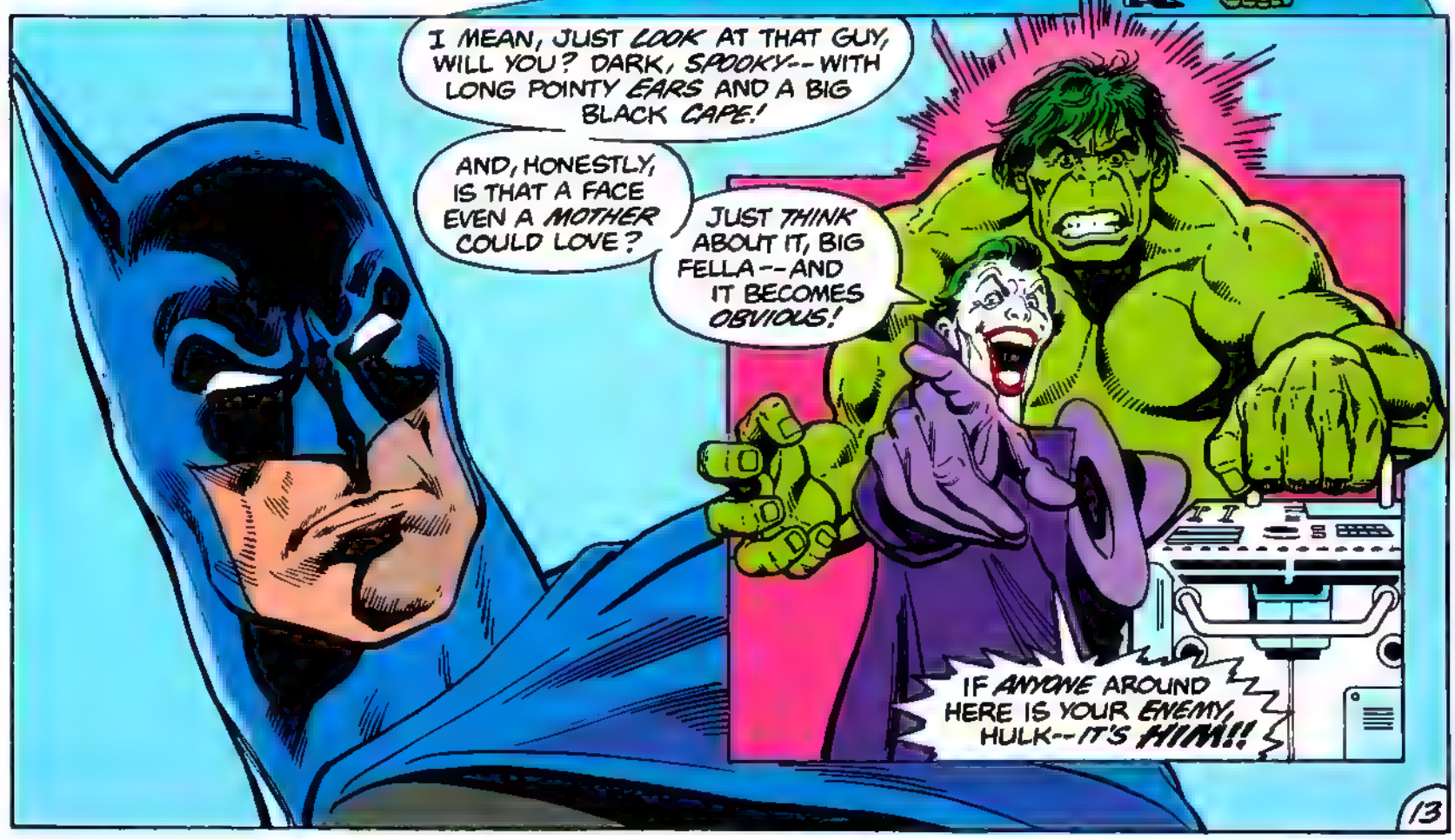

--UNTIL ITS FLIGHT IS ABRUPTLY HALTED BY THE UNCONSCIOUS ACTION OF A MONSTROUS EMERALD HAND...
FOR AN INSTANT, THE PRECIOUS MECHANISM SPINS ALMOST LAZILY THROUGH THE AIR--
HUH? WHAT IS HULK SUPPOSED TO DO WITH STUPID MACHINE?
WHATEVER YOU DO-- DON'T HURT IT!
LISTEN TO HIM, HULK! FOR ONCE, THAT GRINNING GARGOYLE IS RIGHT!
HAVE TO SPEAK SLOWLY-- CALMLY-- TALK THE HULK INTO GIVING ME THE GAMMA-GUN BEFORE HE UNWITTINGLY CRUSHES IT--!
AND I HAVE TO DO IT FAST, BEFORE THE JOKER THINKS OF--
NO.
TOO LATE!
HULK OL' BUDDY-- HAVE I GOT A DEAL FOR YOU!
HUH?
KEEP AWAY, WHITE-FACE-- OR HULK WILL SMASH!
12

COME NOW--IS THAT ANY WAY TO TALK TO SOMEONE WHO ONLY HAS YOUR BEST INTERESTS AT HEART?
I THOUGHT WE WERE FRIENDS!
BAH! HULK HAS NO FRIENDS!
THEN WHAT AM I--CHOPPED LIVER?

YOU'VE GOT TO LEARN TO TRUST SOMEBODY SOMETIME, FELLA--SO YOU MAY AS WELL START WITH ME!
WHY YOU?
WHY NOT?


LOOK AT US, HULK--WE'RE TWO-OF-A-KIND!
SEE? I'VE GOT GREEN HAIR--JUST LIKE YOU!
AND, BESIDES--I'VE NEVER LIED TO YOU, HAVE I?

NO, BUT...
BUT NOTHING! I'M TELLING YOU I KNOW EXACTLY HOW YOU FEEL!
THE--AH--PUNY HUMANS HAVE PERSECUTED ME, TOO--HUNTED ME--HOUNDED ME--
--AND ME IS THE WORST OF THE LOT!

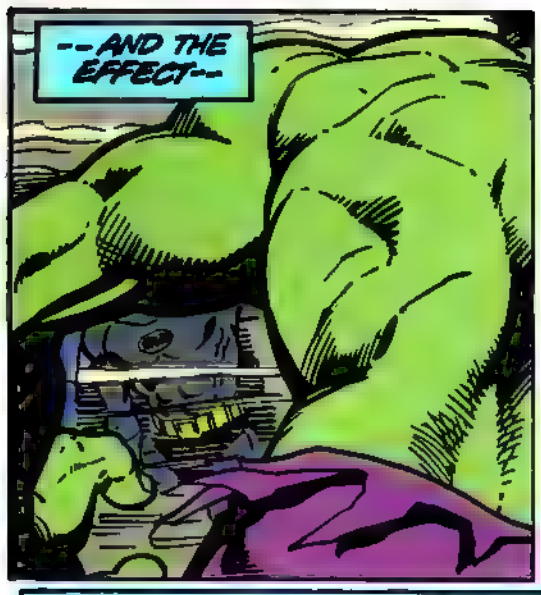

I MEAN, JUST LOOK AT THAT GUY, WILL YOU? DARK, SPOOKY--WITH LONG POINTY EARS AND A BIG BLACK CAPE!
AND, HONESTLY, IS THAT A FACE EVEN A MOTHER COULD LOVE?
JUST THINK ABOUT IT, BIG FELLA--AND IT BECOMES OBVIOUS!
IF ANYONE AROUND HERE IS YOUR ENEMY, HULK--IT'S HIM!!
13

WHITE-FACE SPEAKS TRUTH! POINTY-EARS IS HULK'S ENEMY--
--AND HULK WILL CRUSH HIM!!
WAY TO GO, BIG GUY!
BUT WHAT SAY I HOLD THAT MACHINE FOR YOU TILL YOU'RE DONE?
AFTER ALL, WE WOULDN'T WANT IT TO GET SCRATCHED NOW, WOULD--
THUDD!
--WHUFF!!
I KEPT SILENT DURING THE JOKER'S TIRADE--
-- SO THE HULK WOULDN'T BECOME OVERLY CONFUSED--
--AND TAKE OUT HIS FRUSTRATION ON THE GAMMA-GUN--!
BUT, OBVIOUSLY, THAT WAS A MISTAKE!
THERE'LL BE NO REASONING WITH THE BRUTE NOW!
WHICH MEANS I EITHER HAVE TO FIND SOME WAY TO BEAT AN ANGRY HALF-TON MONSTER--
--OR ELSE FIND AN ALTERNATIVE TO BREATHING!
YOU ARE FAST, POINTY-EARS--
--BUT HULK IS STRONG!
14

HULK IS STRONG ENOUGH TO SQUASH YOU LIKE A--HUH?!?
STAND STILL, POINTY-EARS!
AND COMMIT SUICIDE? NO, THANKS!
AND THE NAME ISN'T "POINTY-EARS"--IT'S THE BATMAN!
ANY CREATURE--NO MATTER HOW POWERFUL--HAS TO HAVE A WEAK SPOT!
CHUD!
HAVE TO KEEP PLAYING "HIT-AND-RUN"--
--TRY TO PARALYZE THE HULK'S NERVE-CENTERS--!
IT'S NOT MUCH OF A CHANCE--
THOK!
--BUT IT'S THE ONLY ONE I'VE GOT!
C'MON, YOU BIG GREEN GORILLA--FALL!
WOK!
WHY IN BLAZES WON'T YOU FALL?
BUT A QUICK GLANCE AT THE MAN-BRUTE'S FURIOUS FACE ATTESTS TO THE FUTILITY OF THE DARK KNIGHT'S EFFORTS...
YOU TRIED TO...HURT HULK...
NOW HULK WILL HURT YOU!!
LORD, HE'S EVEN STRONGER THAN I'D HEARD HE WAS--
--AND A LOT FASTER AS WELL!
HAVE TO STAY OUT OF RANGE OF THOSE BONE-CRUSHING HANDS OF HIS--
15

--OR I'M A DEAD--
NO.
HAH! NOW HULK HAS YOU, BAT-MAN!
AND NOW HULK WILL CRUSH YOU--JUST LIKE HULK PROMISED!
AARRGGHH!
THAT'S IT, HULK--CRUSH HIM INTO PASTE!
I'VE WAITED YEARS FOR THIS GLORIOUS MOMENT!
MY SPINE--HE'S GOING TO SNAP IT LIKE A PENCIL--!
IF I DON'T MOVE FAST--I'LL NEVER MOVE AGAIN!
THRAK!
WELL, I HATE TO DISAPPOINT YOU, JOKER--
HUHN?!?
--BUT YOU'LL HAVE TO WAIT A WHILE LONGER!
HULK'S EARS--! WHAT HAVE YOU DONE TO HULK'S EARS?!?
YOU'VE BEEN A BAD BOY, HULK--
--SO I BOXED THEM!
WHICH DIDN'T REALLY HURT THE BRUTE--
BM-X 540
SKROOM!
--JUST STARTLED HIM LONG ENOUGH FOR ME TO BREAK FREE--!
NOW ALL I HAVE TO DO IS STAY FREE--
--AND STAY ALIVE!
16

BUT BEFORE THE MASKED MANHUNTER CAN EVEN MOVE...
NOW, BAT-MAN-- HULK WILL SMASH!!
HE'S GOT ME CORNERED--!
THERE'S NO WAY I'M GOING TO OUT-FIGHT THIS BEHEMOTH--
SO I'LL JUST HAVE TO OUT-THINK HIM!
THIS SLEEPING GAS FROM MY UTILITY BELT CAN FLATTEN A HERD OF ELEPHANTS!
HUH--?!?
LITTLE MAN TRIES TO TRICK HULK WITH PUNY GAS--?!?
CHUFF! CHUFF!
BUT HULK IS TOO SMART FOR BAT-MAN!
GAS CANNOT HURT HULK IF HULK DOES NOT BREATHE IT!
BLAST! MAYBE THERE IS A BRAIN INSIDE THAT THICK GREEN SKULL OF HIS AFTER ALL!
WITH THOSE OVERSIZED LUNGS, THE HULK CAN HOLD HIS BREATH FROM NOW TILL NEXT CHRISTMAS--
HHUUNNFF!!
WHUDD!
--UNLESS I CAN TAKE THE WIND OUT OF HIS SAILS--
--LIKE THIS!!
THE POWERFUL KICK TO THE MAN-BRUTE'S SOLAR PLEXUS IS MORE STARTLING THAN PAINFUL, BUT IT ACHIEVES THE DESIRED RESULT:
THE BREATH CRUELLY DRIVEN FROM HIS LUNGS, THE HULK REFLEXIVELY SUCKS IN A FRESH CHESTFUL OF AIR--
17



SIMPLY PUT, THE GREEN GOLIATH TOPPLES LIKE A POLEAXED REDWOOD!

THAT'S ABOUT AS CLOSE AS I EVER WANT TO CUT IT!

THOOM!

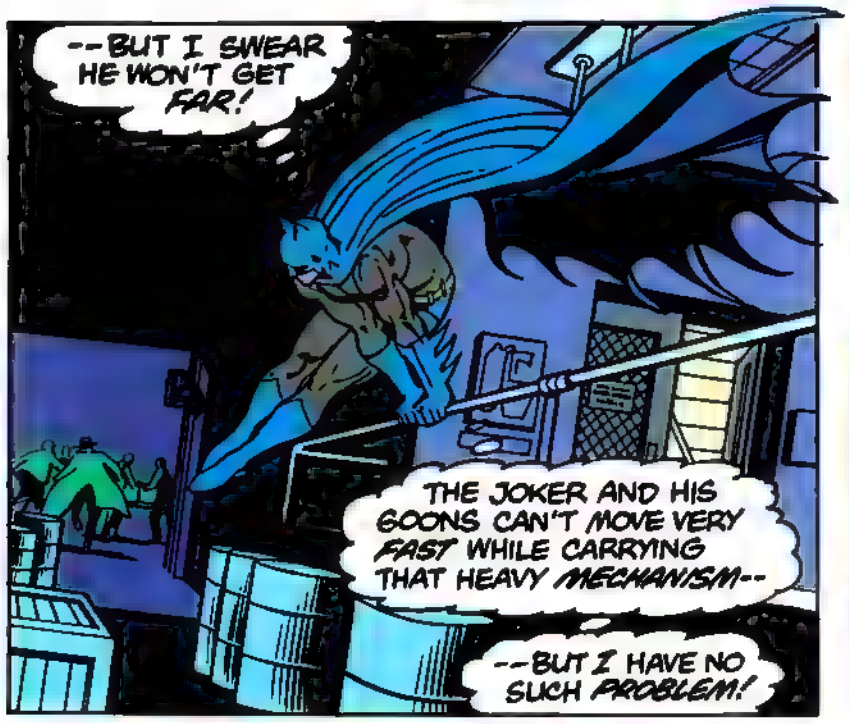
AND AT THAT PRECISE MOMENT...

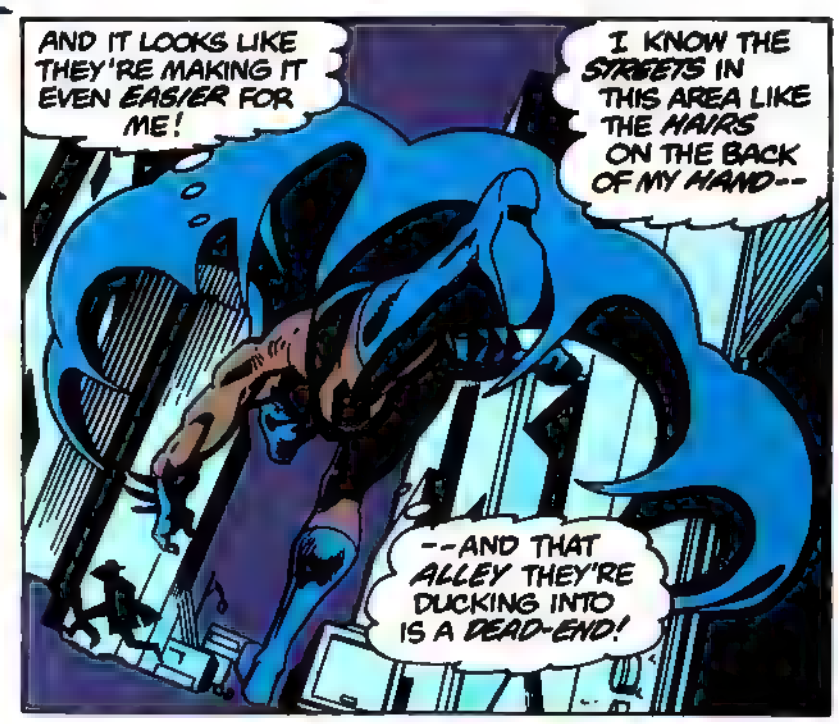
QUICKLY, BOYS, WHILE THE COAST IS CLEAR--

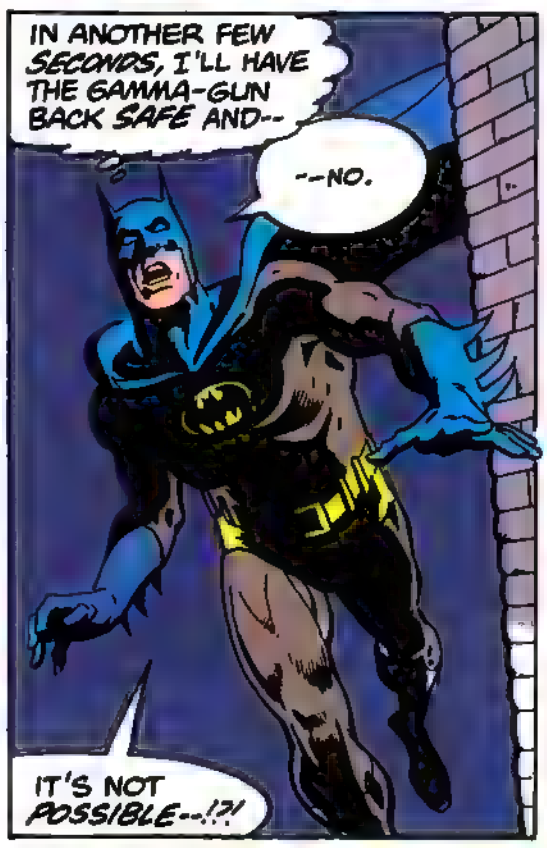
--EXIT, STAGE RIGHT!

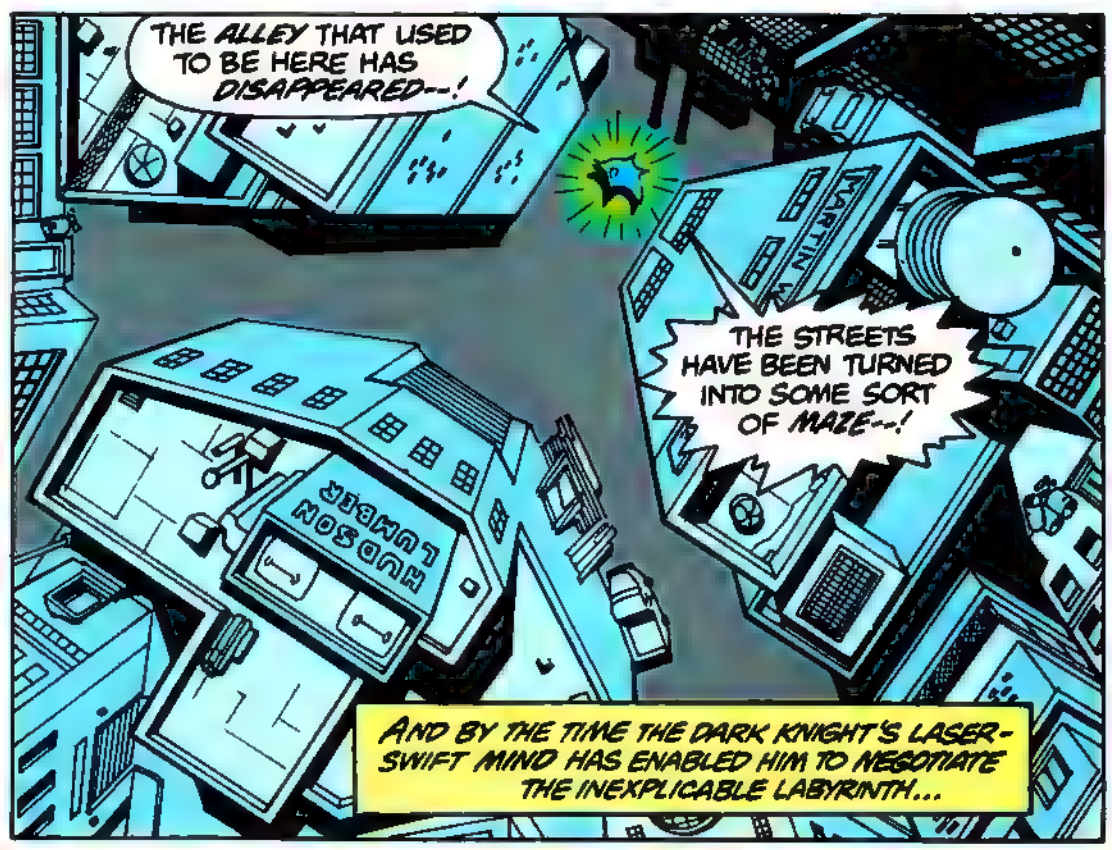
I'D THANK OLD POINTY-EARS FOR PUTTING THE HULK OUT OF OUR MISERY--

--BUT I JUST HATE TO BE A HYPOCRITE!


--BUT I SWEAR HE WON'T GET FAR!
THE JOKER AND HIS GOONS CAN'T MOVE VERY FAST WHILE CARRYING THAT HEAVY MECHANISM--
--BUT I HAVE NO SUCH PROBLEM!


AND IT LOOKS LIKE THEY'RE MAKING IT EVEN EASIER FOR ME!
I KNOW THE STREETS IN THIS AREA LIKE THE HAIRS ON THE BACK OF MY HAND--
--AND THAT ALLEY THEY'RE DUCKING INTO IS A DEAD-END!


IN ANOTHER FEW SECONDS, I'LL HAVE THE GAMMA-GUN BACK SAFE AND--
--NO.
IT'S NOT POSSIBLE--!?!


THE ALLEY THAT USED TO BE HERE HAS DISAPPEARED--!
THE STREETS HAVE BEEN TURNED INTO SOME SORT OF MAZE--!
HUDSON LUMBER
AND BY THE TIME THE DARK KNIGHT'S LASER-SWIFT MIND HAS ENABLED HIM TO NEGOTIATE THE INEXPLICABLE LABYRINTH...

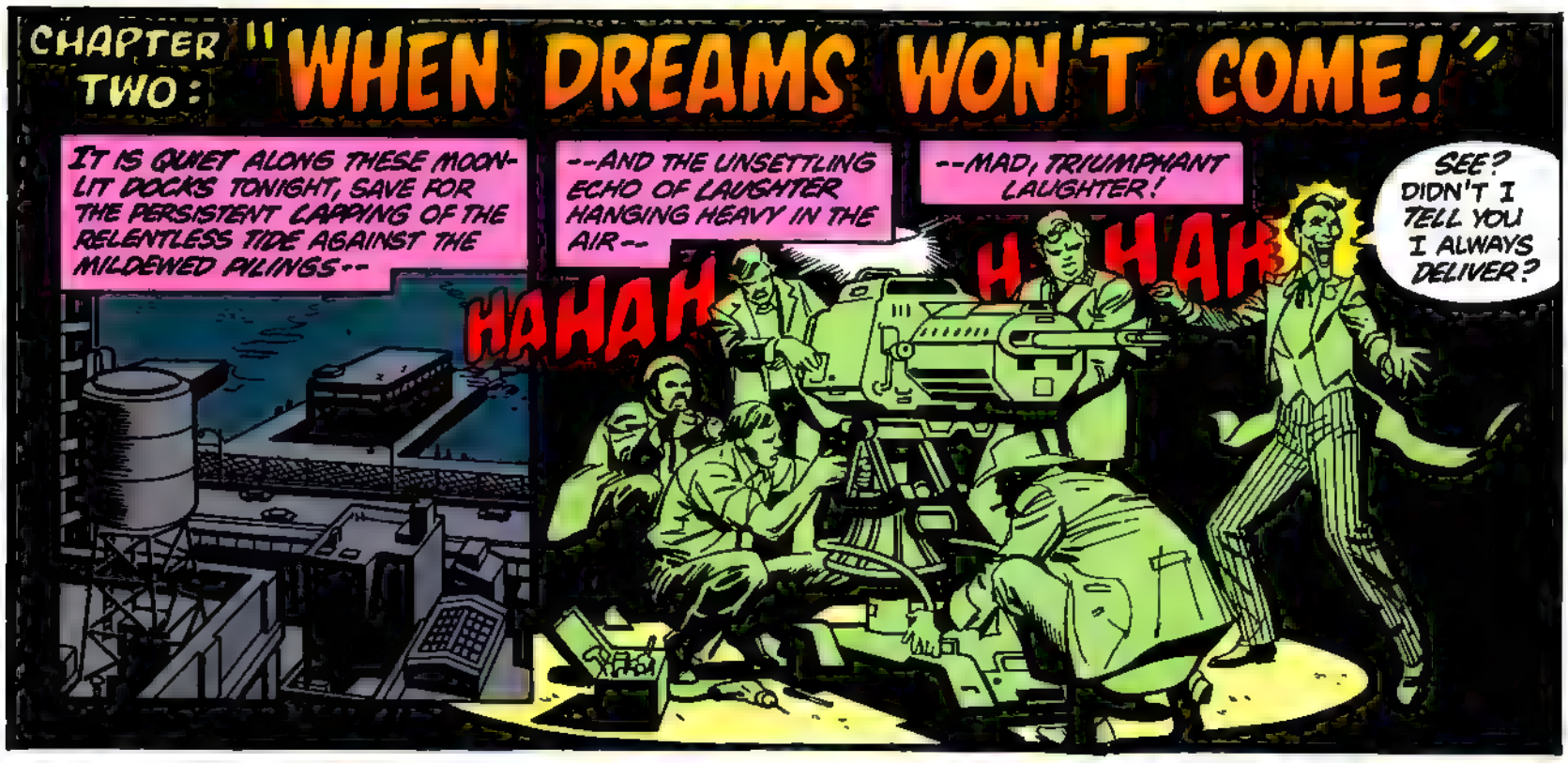
HAHAHAHAHAHAH
THE JOKER'S MADE GOOD HIS GETAWAY!
I'LL NEVER CATCH HIM NOW!

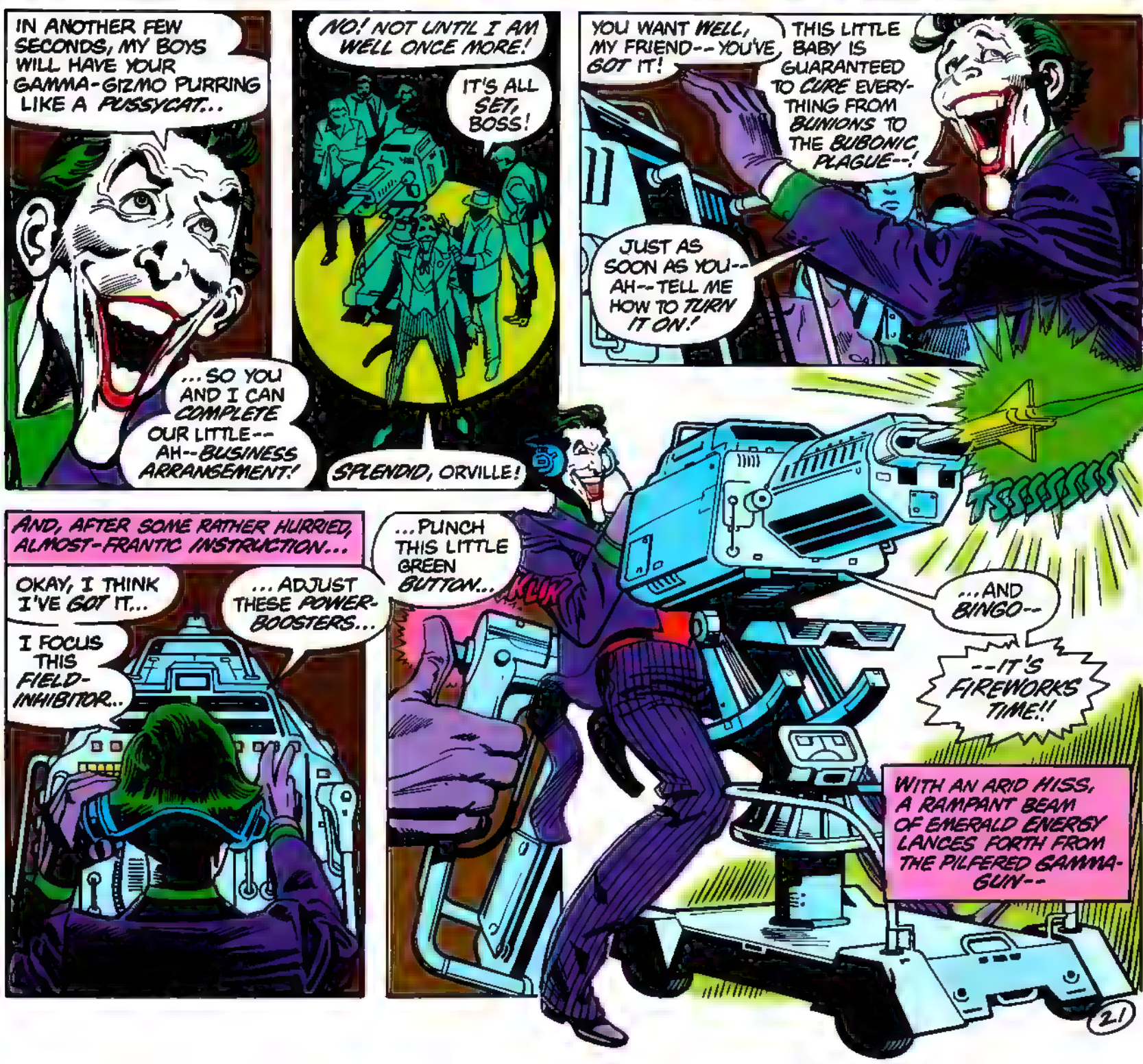
AHAHAHAHAHAHA
BUT YOU AND I WILL MEET AGAIN!
GO AHEAD AND LAUGH, JOKER... WHILE YOU CAN!
AND, WITH THAT, THE BATMAN FADES ONCE MORE INTO THE SHADOWS--
19

--TO BE REPLACED, MOMENTS LATER, BY BRUCE WAYNE, CHAIRMAN OF THE BOARD OF WAYNE RESEARCH AND THE PHILANTHROPIC WAYNE FOUNDATION...

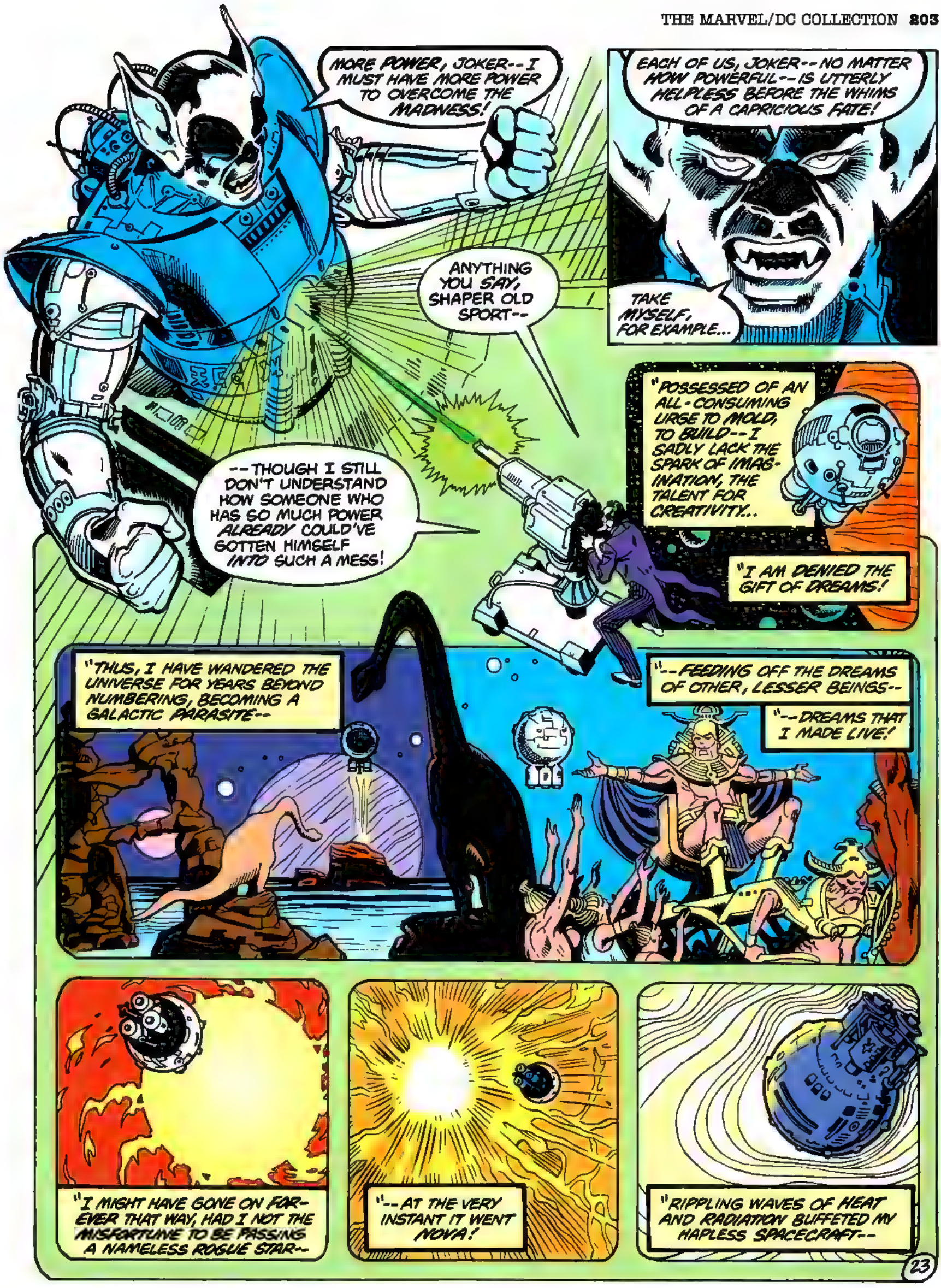
BETTER STAY BACK, SIR--THAT MONSTER'S STILL ALIVE!

THANKS FOR THE WARNING--BUT I THINK THE DANGER IS OVER!

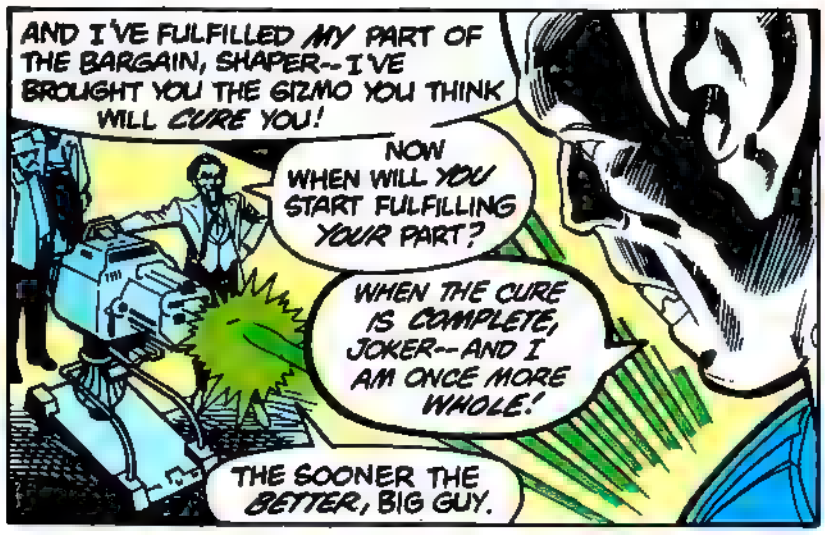

CHAPTER TWO: "WHEN DREAMS WON'T COME!"
IT IS QUIET ALONG THESE MOON-LIT DOCKS TONIGHT, SAVE FOR THE PERSISTENT LAPPING OF THE RELENTLESS TIDE AGAINST THE MILDEWED PILINGS--
--AND THE UNSETTLING ECHO OF LAUGHTER HANGING HEAVY IN THE AIR--
--MAD, TRIUMPHANT LAUGHTER!
HAHAH
HAH
SEE? DIDN'T I TELL YOU I ALWAYS DELIVER?

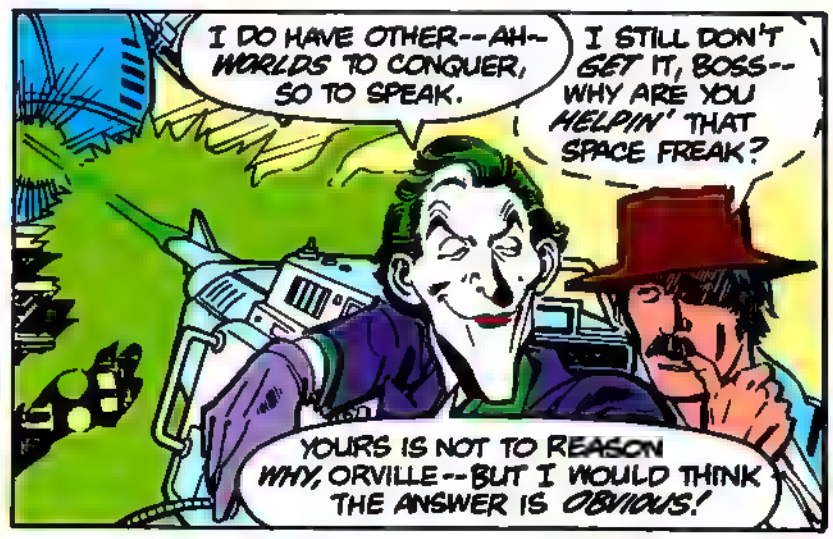

IN ANOTHER FEW SECONDS, MY BOYS WILL HAVE YOUR GAMMA-GIZMO PURRING LIKE A PUSSYCAT...
...SO YOU AND I CAN COMPLETE OUR LITTLE-- AH--BUSINESS ARRANGEMENT!
NO! NOT UNTIL I AM WELL ONCE MORE!
IT'S ALL SET, BOSS!
SPLENDID, ORVILLE!
YOU WANT WELL, MY FRIEND--YOU'VE GOT IT!
THIS LITTLE BABY IS GUARANTEED TO CURE EVERY-THING FROM BUNIONS TO THE BUBONIC PLAGUE--!
JUST AS SOON AS YOU-- AH--TELL ME HOW TO TURN IT ON!
AND, AFTER SOME RATHER HURRIED, ALMOST-FRANTIC INSTRUCTION...
OKAY, I THINK I'VE GOT IT...
I FOCUS THIS FIELD-INHIBITOR...
...ADJUST THESE POWER-BOOSTERS...
...PUNCH THIS LITTLE GREEN BUTTON...
KLIK
TSSSSSSS
...AND BINGO--
--IT'S FIREWORKS TIME!!
WITH AN ARID HISS, A RAMPANT BEAM OF EMERALD ENERGY LANCES FORTH FROM THE PILFERED GAMMA-GUN--
21

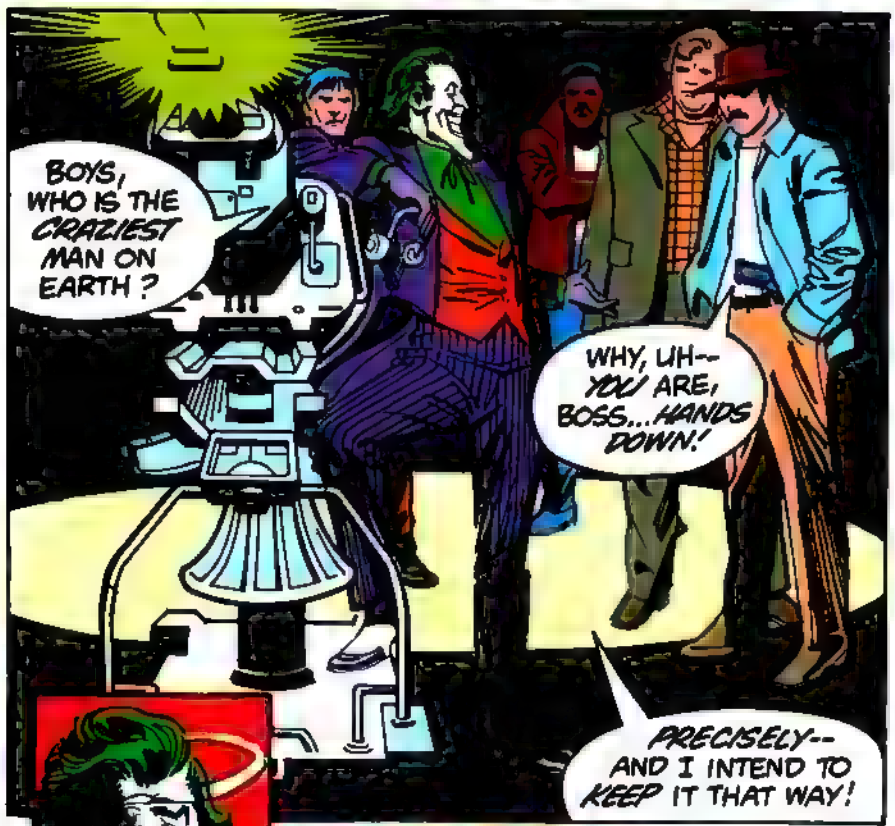
--ENVELOPING THE MONSTROUS, PALE-SKINNED FIGURE WHOSE BULK FAIRLY SEEMS TO FILL THE LIMELIT WAREHOUSE.
FROM THE WAIST UP, THE ALIEN BEHEMOTH SEEMS SOMEWHAT LIKE A MAN; FROM THE WAIST DOWN, HE APPEARS A MACHINE. IN TRUTH, HE IS BOTH OF THESE THINGS--AND, IN TRUTH, HE IS NEITHER!
WHAT HE ACTUALLY IS IS POWER, POWER FAR BEYOND MAN'S MEAGER ABILITY TO IMAGINE SUCH THINGS --WHICH IS, IN ITS WAY, MOST IRONIC!
FOR THOUGH HE IS KNOWN BY MYRIAD DIFFERENT NAMES THROUGHOUT THE LIMITLESS COSMOS, THE NAME HE MOST FAVORS IS...
...THE SHAPER OF WORLDS, HE WHO MAKES DREAMS LIVE!
22

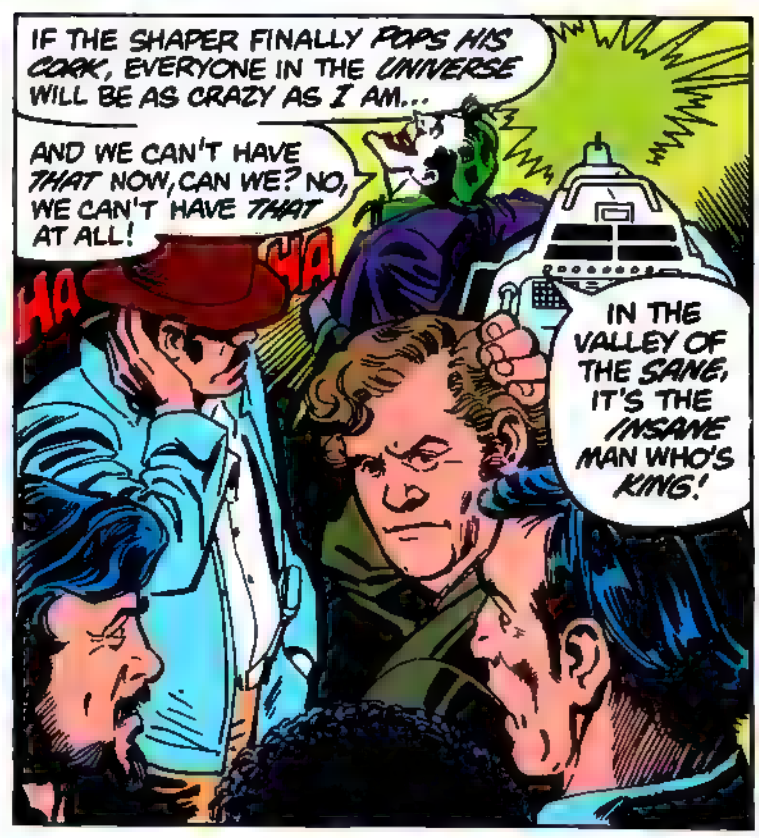

MORE POWER, JOKER--I MUST HAVE MORE POWER TO OVERCOME THE MADNESS!
EACH OF US, JOKER--NO MATTER HOW POWERFUL--IS UTTERLY HELPLESS BEFORE THE WHIMS OF A CAPRICIOUS FATE!
ANYTHING YOU SAY, SHAPER OLD SPORT--
TAKE MYSELF, FOR EXAMPLE...
"POSSESSED OF AN ALL-CONSUMING URGE TO MOLD, TO BUILD--I SADLY LACK THE SPARK OF IMAGINATION, THE TALENT FOR CREATIVITY...
--THOUGH I STILL DON'T UNDERSTAND HOW SOMEONE WHO HAS SO MUCH POWER ALREADY COULD'VE GOTTEN HIMSELF INTO SUCH A MESS!
"I AM DENIED THE GIFT OF DREAMS!
"THUS, I HAVE WANDERED THE UNIVERSE FOR YEARS BEYOND NUMBERING, BECOMING A GALACTIC PARASITE--
"--FEEDING OFF THE DREAMS OF OTHER, LESSER BEINGS--
"--DREAMS THAT I MADE LIVE!
"I MIGHT HAVE GONE ON FOREVER THAT WAY, HAD I NOT THE MISFORTUNE TO BE PASSING A NAMELESS ROGUE STAR--
"--AT THE VERY INSTANT IT WENT NOVA!
"RIPPLING WAVES OF HEAT AND RADIATION BUFFETED MY HAPLESS SPACECRAFT--
23

"--AND SENT AGONIZING NEEDLES OF UNKNOWN ENERGY SLASHING THROUGH MY BODY!
"THOUGH NO PERMANENT PHYSICAL DAMAGE WAS DONE ME, THOSE EXTRAORDINARY ENERGIES NONETHELESS HAD THEIR EFFECT--
"--FOR I SOON FOUND MYSELF LOSING THE ABILITY TO ABSORB THE DREAMS OF OTHERS--
"--AND WITHOUT THAT NECESSARY OUTLET FOR MY SURGING SHAPING POWERS, I KNEW I WOULD SOON GO MAD--
"SEEKING A CURE ULTIMATELY LED ME HERE TO EARTH, WHERE MY WANDERING HAD BROUGHT ME A TIME OR TWO BEFORE...
"--AYE, AND THE ENTIRE UNIVERSE WITH ME!
"I MANIFESTED THIS WAREHOUSE TO CONCEAL MY STAR-SPANNING CRAFT--
"--AND THEN I SENT MY MIND QUESTING IN SEARCH OF HELP...
"BUT THE MINDS I TOUCHED WERE USELESS TO ME, DREAMING SMALL UNIMPORTANT DREAMS--
"THAT IS WHY I SUMMONED YOU TO ME, JOKER--
"--AND WHY WE STRUCK OUR BARGAIN!"
SHAPER, OLD SON, IT WILL BE A PLEASURE DOING BUSINESS WITH YOU...
...WON'T IT, BOYS?
"THAT IS, UNTIL MY MIND TOUCHED YOURS!
"IN YOU, JOKER, I FINALLY FOUND WHAT I HAD SO LONG BEEN SEARCHING FOR--
--A MIND UNIQUE IN ALL THE UNIVERSE!
24


AND I'VE FULFILLED MY PART OF THE BARGAIN, SHAPER--I'VE BROUGHT YOU THE GIZMO YOU THINK WILL CURE YOU!
NOW WHEN WILL YOU START FULFILLING YOUR PART?
WHEN THE CURE IS COMPLETE, JOKER--AND I AM ONCE MORE WHOLE!
THE SOONER THE BETTER, BIG GUY.

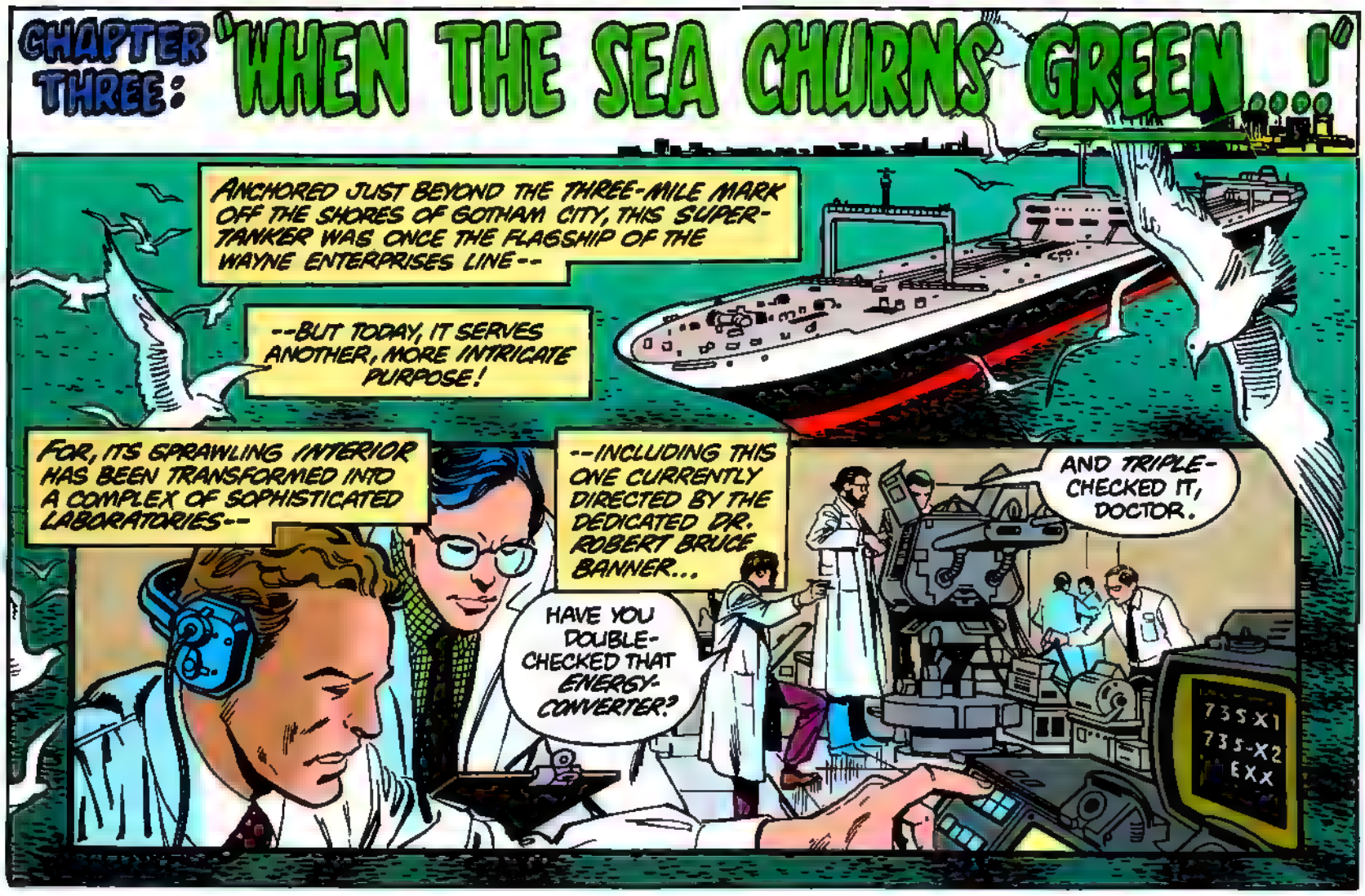

I DO HAVE OTHER--AH--WORLDS TO CONQUER, SO TO SPEAK.
I STILL DON'T GET IT, BOSS--WHY ARE YOU HELPIN' THAT SPACE FREAK?
YOURS IS NOT TO REASON WHY, ORVILLE--BUT I WOULD THINK THE ANSWER IS OBVIOUS!

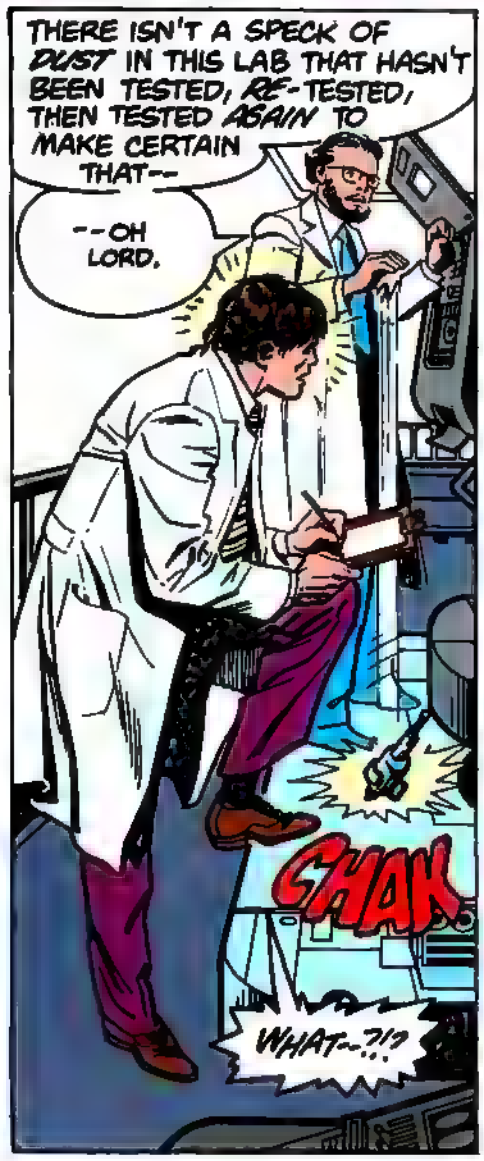

BOYS, WHO IS THE CRAZIEST MAN ON EARTH?
WHY, UH--YOU ARE, BOSS...HANDS DOWN!
PRECISELY--AND I INTEND TO KEEP IT THAT WAY!


IF THE SHAPER FINALLY POPS HIS CORK, EVERYONE IN THE UNIVERSE WILL BE AS CRAZY AS I AM...
AND WE CAN'T HAVE THAT NOW, CAN WE? NO, WE CAN'T HAVE THAT AT ALL!
HA
HA
IN THE VALLEY OF THE SANE, IT'S THE INSANE MAN WHO'S KING!

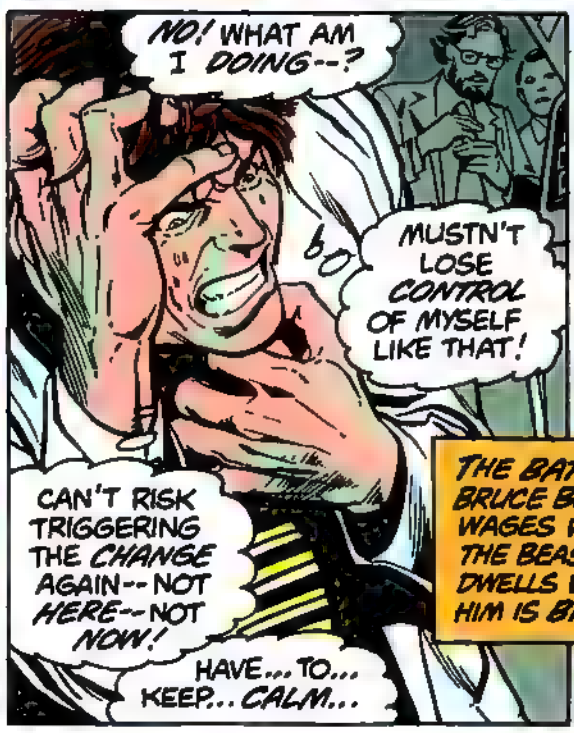
SAY WHAT?
NOOOOOOO
THE GAMMA-GUN, JOKER--TURN IT OFF! IT'S FAILED--FAILED MISERABLY!
I AM STILL LOSING MY DREAM-ABSORBING POWERS...STILL LOSING MY MIND!

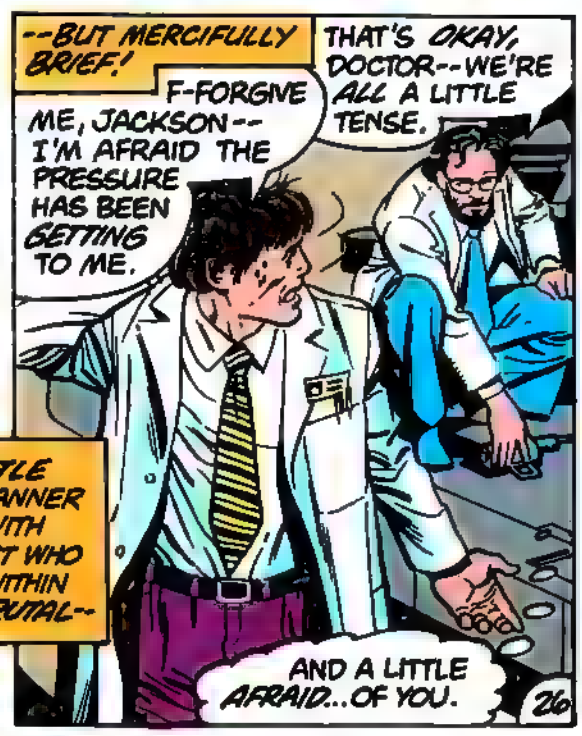
GEE, WHAT'RE WE SUPPOSED TA DO NOW, BOSS?
I WAS RATHER HOPING YOU WOULDN'T ASK ME THAT, ELMO.
BUT ALREADY THE LITTLE TWISTED WHEELS IN THE CRIME CLOWN'S MIND ARE TURNING... TURNING...


CHAPTER THREE: "WHEN THE SEA CHURNS GREEN...!"
ANCHORED JUST BEYOND THE THREE-MILE MARK OFF THE SHORES OF GOTHAM CITY, THIS SUPER-TANKER WAS ONCE THE FLAGSHIP OF THE WAYNE ENTERPRISES LINE--
--BUT TODAY, IT SERVES ANOTHER, MORE INTRICATE PURPOSE!
FOR, ITS SPRAWLING INTERIOR HAS BEEN TRANSFORMED INTO A COMPLEX OF SOPHISTICATED LABORATORIES--
--INCLUDING THIS ONE CURRENTLY DIRECTED BY THE DEDICATED DR. ROBERT BRUCE BANNER...
HAVE YOU DOUBLE-CHECKED THAT ENERGY-CONVERTER?
AND TRIPLE-CHECKED IT, DOCTOR.
735-X1
735-X2
EXX


THERE ISN'T A SPECK OF DUST IN THIS LAB THAT HASN'T BEEN TESTED, RE-TESTED, THEN TESTED AGAIN TO MAKE CERTAIN THAT--
--OH LORD.
CHAK
WHAT--?!?

YOU CLUMSY OAF! DON'T YOU REALIZE WHAT THIS PROJECT MEANS TO ME?
IF YOU'VE DAMAGED THAT ENERGY-CONVERTOR, WE'RE FINISHED!
I-I'M SORRY, DR. BANNER--!
SORRY? WHY, I COULD... COULD...

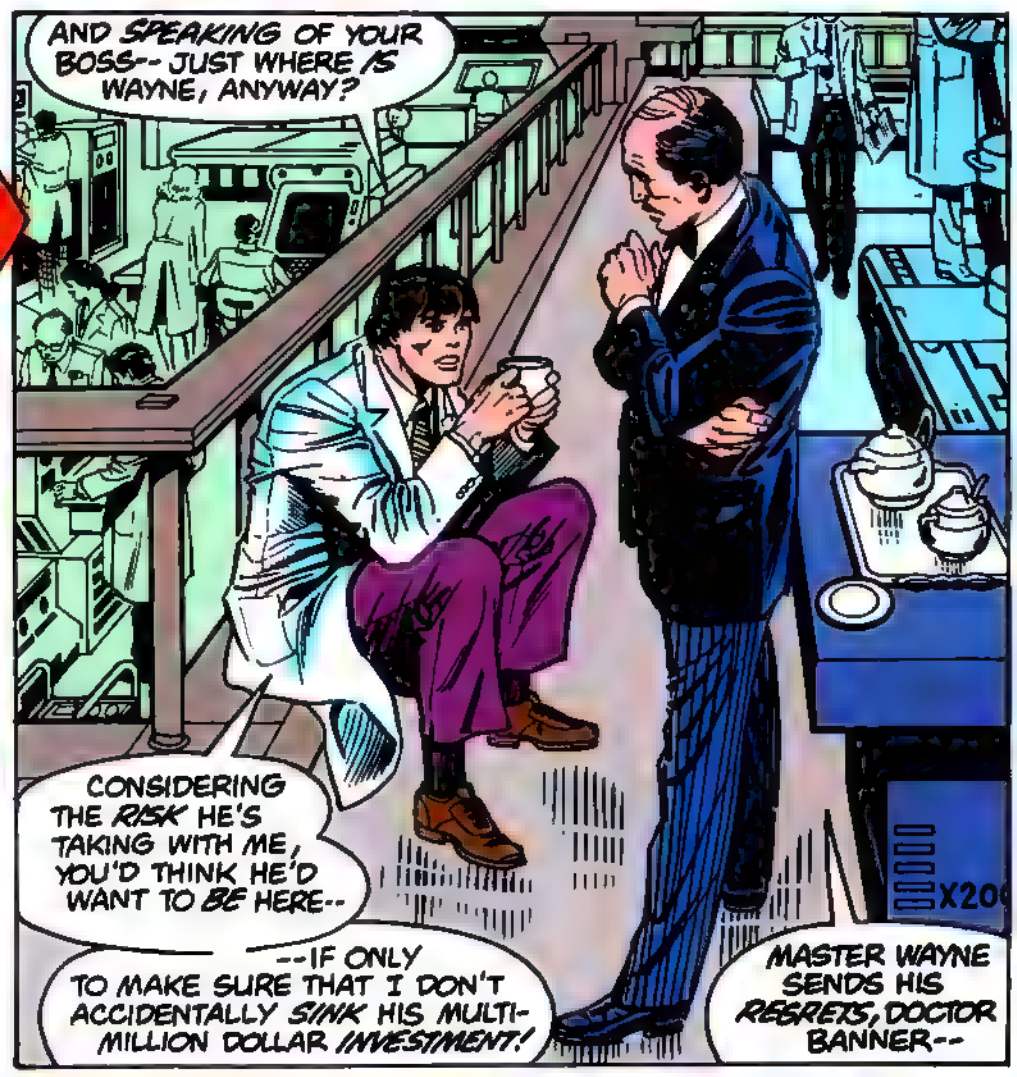

NO! WHAT AM I DOING--?
MUSTN'T LOSE CONTROL OF MYSELF LIKE THAT!
CAN'T RISK TRIGGERING THE CHANGE AGAIN-- NOT HERE-- NOT NOW!
HAVE... TO... KEEP... CALM...

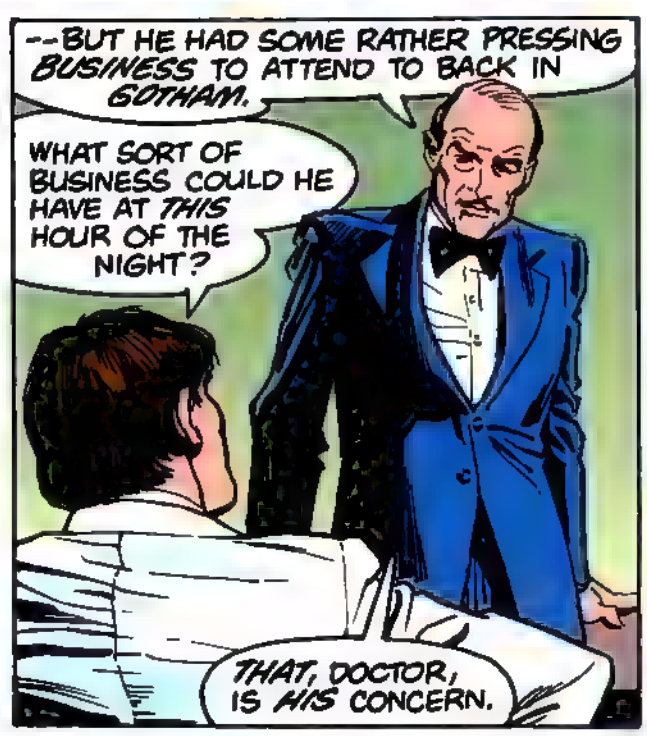

--BUT MERCIFULLY BRIEF!
THE BATTLE BRUCE BANNER WAGES WITH THE BEAST WHO DWELLS WITHIN HIM IS BRUTAL--
F-FORGIVE ME, JACKSON-- I'M AFRAID THE PRESSURE HAS BEEN GETTING TO ME.
THAT'S OKAY, DOCTOR--WE'RE ALL A LITTLE TENSE.
AND A LITTLE AFRAID...OF YOU.
26

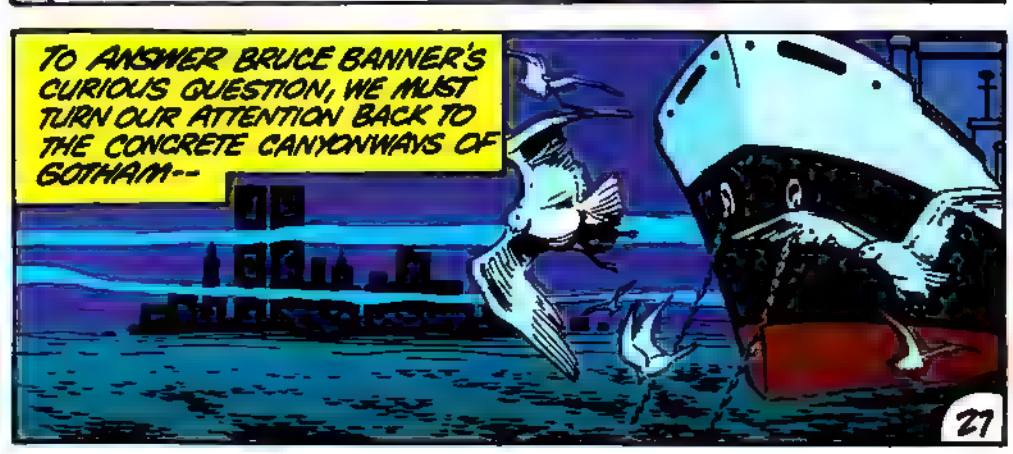
PERHAPS A SPOT OF TEA WILL CALM YOUR NERVES, DR. BANNER.
WHO--?! OH-- IT'S YOU!
YOU KNOW, YOU REALLY DON'T HAVE TO PLAY NURSEMAID FOR ME, ALFRED!

ON THE CONTRARY, SIR. MASTER BRUCE ASKED ME TO MAKE CERTAIN YOU WERE KEPT COMFORTABLE--
--AND THAT IS PRECISELY WHAT I INTEND TO DO!
CREAM OR LEMON WITH YOUR TEA, SIR?
I CAN SEE THERE'S NO POINT IN ARGUING WITH YOU, ALFRED.

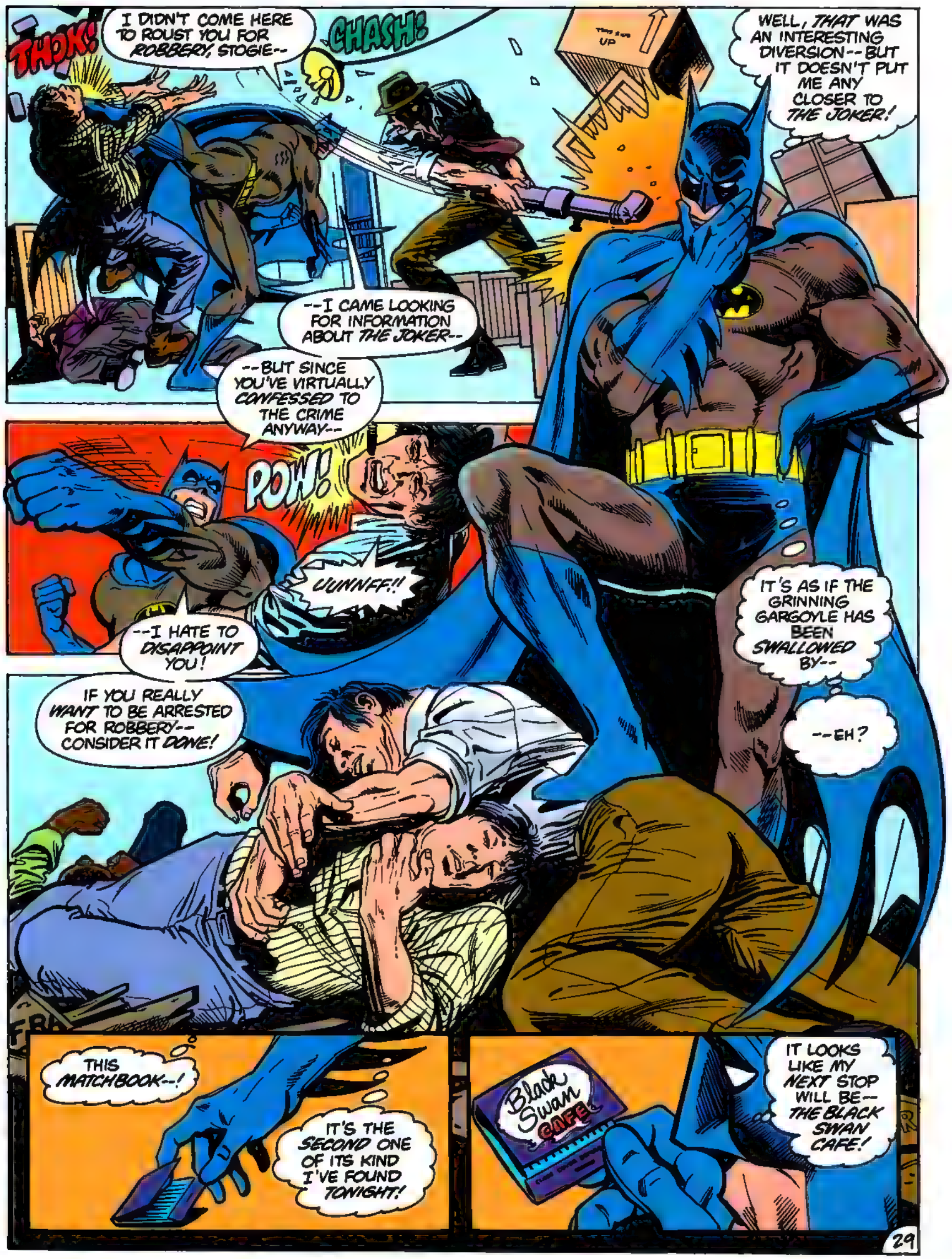
I SINCERELY HOPE NOT, SIR!
--ESPECIALLY WHEN ONE CONSIDERS WHAT IS APT TO HAPPEN TO YOU WHEN YOU LOSE YOUR TEMPER.

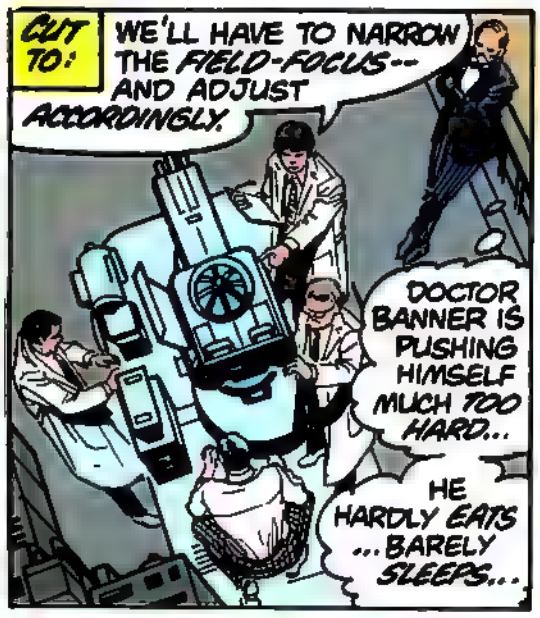

AND SPEAKING OF YOUR BOSS-- JUST WHERE IS WAYNE, ANYWAY?
CONSIDERING THE RISK HE'S TAKING WITH ME, YOU'D THINK HE'D WANT TO BE HERE--
--IF ONLY TO MAKE SURE THAT I DON'T ACCIDENTALLY SINK HIS MULTI-MILLION DOLLAR INVESTMENT!
MASTER WAYNE SENDS HIS REGRETS, DOCTOR BANNER--

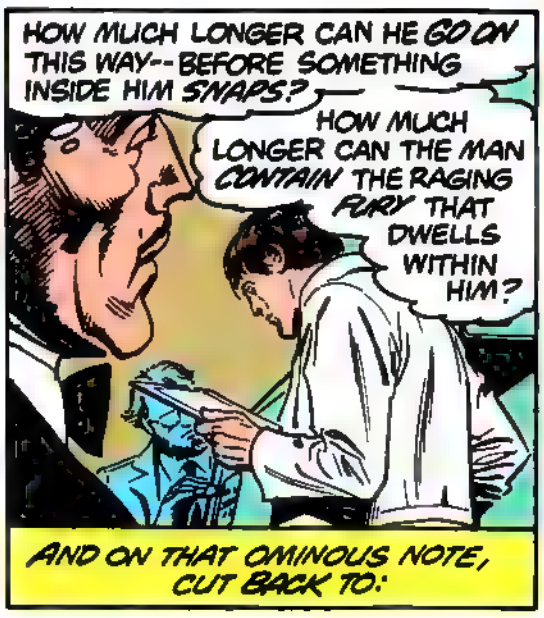

--BUT HE HAD SOME RATHER PRESSING BUSINESS TO ATTEND TO BACK IN GOTHAM.
WHAT SORT OF BUSINESS COULD HE HAVE AT THIS HOUR OF THE NIGHT?
THAT, DOCTOR, IS HIS CONCERN.

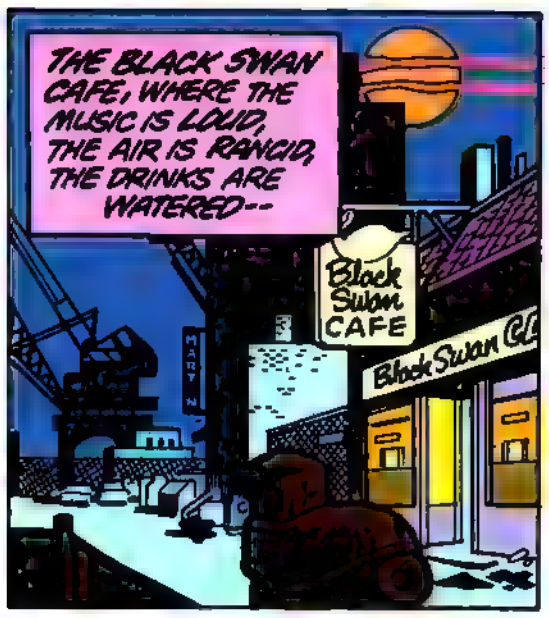

TO ANSWER BRUCE BANNER'S CURIOUS QUESTION, WE MUST TURN OUR ATTENTION BACK TO THE CONCRETE CANYONWAYS OF GOTHAM--
27

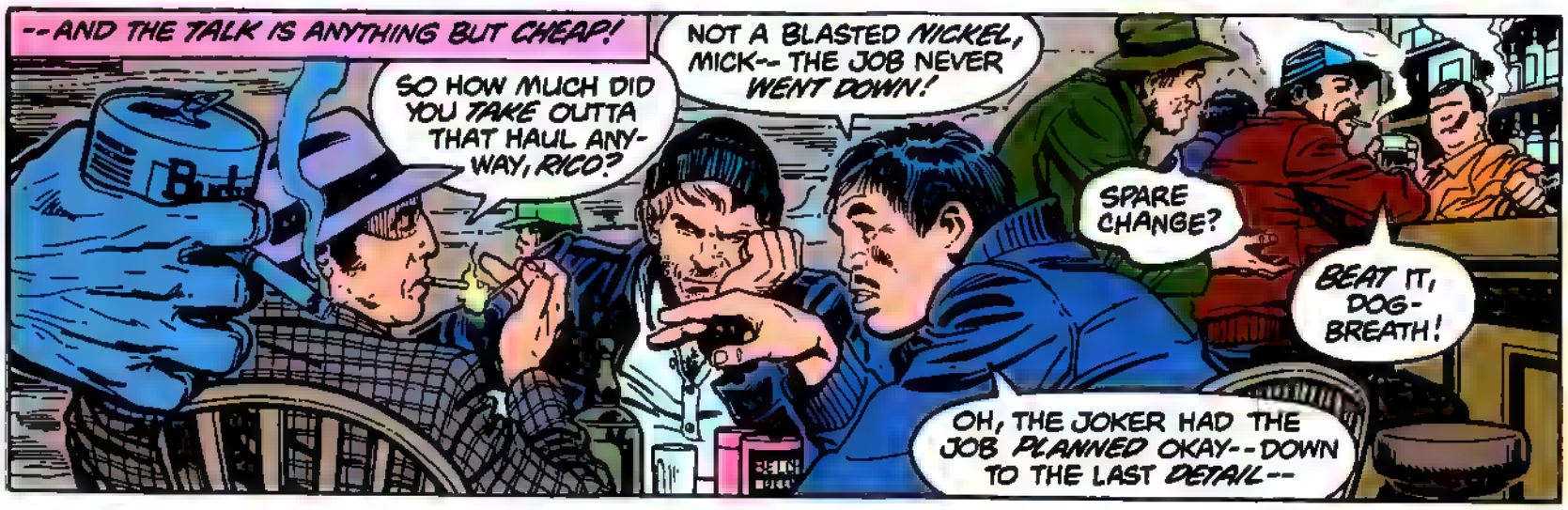
--WHERE BRUCE WAYNE IS "ATTENDING TO BUSINESS" AS ONLY THE BATMAN CAN!
STOGIE, I'VE BEEN LOOKING FOR YOU!
CRIPES! I TOL' YA WE WOULDN'T GET AWAY WIT' IT!
SHUT UP, SIDNEY!
YOU AIN'T GONNA PIN THAT HARDWARE STORE HEIST ON US, MASKED MAN!
YOU AIN'T GONNA LIVE THAT LONG!
KRAK!
BY NOW, STOGIE--YOU SHOULD KNOW BETTER THAN THAT!
UUNNNHH!!
SIDNEY, YOU'VE JUST RUN OUT OF TIME--
--HARD, SOFT, OR OTHERWISE!
HIT 'IM, FELLAS--HARD!
HE PINS THAT HARDWARE JOB ON US--AN' WE ALL DO TWENTY YEARS' HARD TIME!
UURRRK!!
CHOK!
HHUUNNF
28

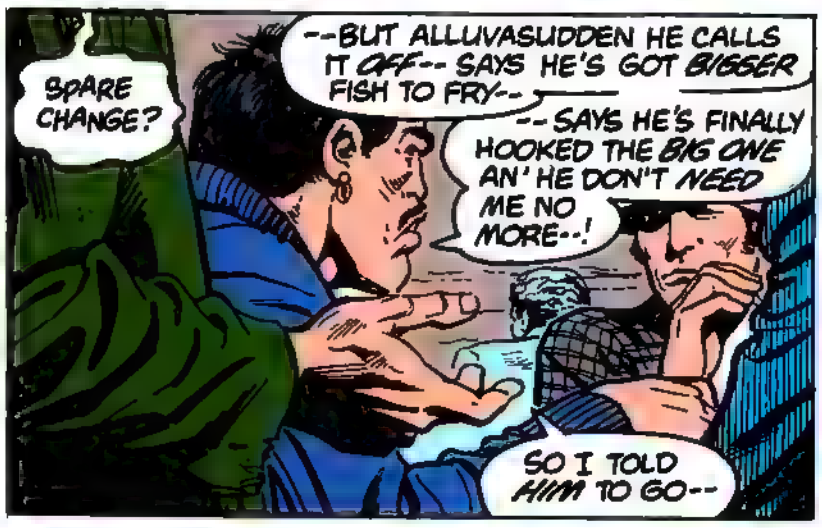

THOK!
I DIDN'T COME HERE TO ROUST YOU FOR ROBBERY, STOGIE--
CHASH!
WELL, THAT WAS AN INTERESTING DIVERSION--BUT IT DOESN'T PUT ME ANY CLOSER TO THE JOKER!
--I CAME LOOKING FOR INFORMATION ABOUT THE JOKER--
--BUT SINCE YOU'VE VIRTUALLY CONFESSED TO THE CRIME ANYWAY--
POW!
UUNNFF!!
--I HATE TO DISAPPOINT YOU!
IT'S AS IF THE GRINNING GARGOYLE HAS BEEN SWALLOWED BY--
IF YOU REALLY WANT TO BE ARRESTED FOR ROBBERY--CONSIDER IT DONE!
--EH?
THIS MATCHBOOK--!
IT'S THE SECOND ONE OF ITS KIND I'VE FOUND TONIGHT!
Black Swan CAFE
IT LOOKS LIKE MY NEXT STOP WILL BE--THE BLACK SWAN CAFE!
29

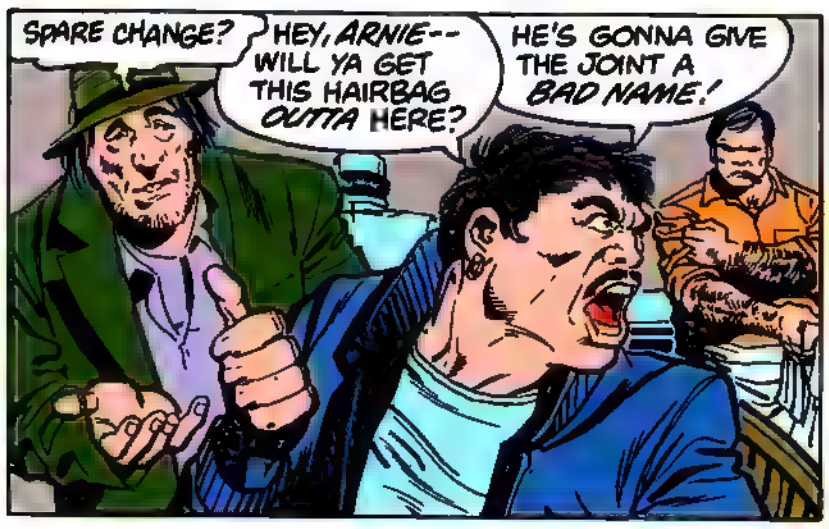

CUT TO:
WE'LL HAVE TO NARROW THE FIELD-FOCUS-- AND ADJUST ACCORDINGLY.
DOCTOR BANNER IS PUSHING HIMSELF MUCH TOO HARD...
HE HARDLY EATS ...BARELY SLEEPS...


HOW MUCH LONGER CAN HE GO ON THIS WAY--BEFORE SOMETHING INSIDE HIM SNAPS?
HOW MUCH LONGER CAN THE MAN CONTAIN THE RAGING FURY THAT DWELLS WITHIN HIM?
AND ON THAT OMINOUS NOTE, CUT BACK TO:


THE BLACK SWAN CAFE, WHERE THE MUSIC IS LOUD, THE AIR IS RANCID, THE DRINKS ARE WATERED--
Black Swan CAFE
Black Swan CA

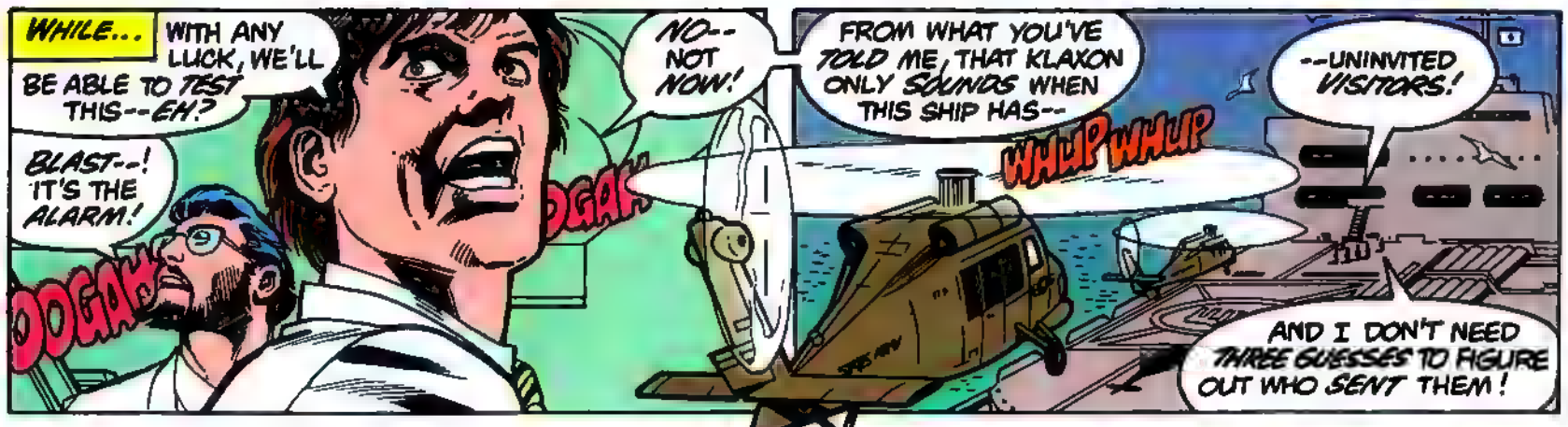

--AND THE TALK IS ANYTHING BUT CHEAP!
SO HOW MUCH DID YOU TAKE OUTTA THAT HAUL ANY-WAY, RICO?
NOT A BLASTED NICKEL, MICK-- THE JOB NEVER WENT DOWN!
SPARE CHANGE?
BEAT IT, DOG-BREATH!
OH, THE JOKER HAD THE JOB PLANNED OKAY--DOWN TO THE LAST DETAIL--

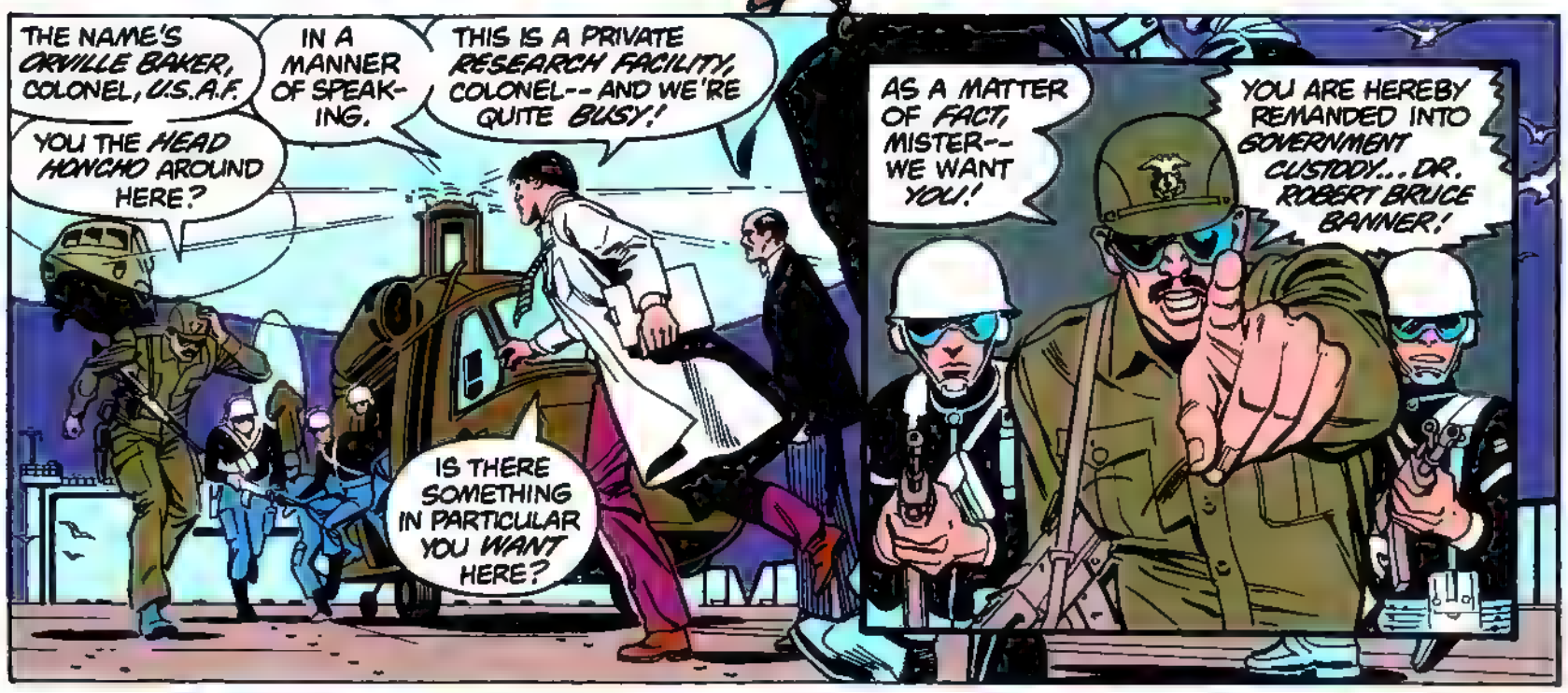

SPARE CHANGE?
--BUT ALLUVASUDDEN HE CALLS IT OFF-- SAYS HE'S GOT BIGGER FISH TO FRY--
--SAYS HE'S FINALLY HOOKED THE BIG ONE AN' HE DON'T NEED ME NO MORE--!
SO I TOLD HIM TO GO--


SPARE CHANGE?
HEY, ARNIE-- WILL YA GET THIS HAIRBAG OUTTA HERE?
HE'S GONNA GIVE THE JOINT A BAD NAME!

AND, IN LESS TIME THAN IT TAKES TO TELL IT...
--AN' STAY OUT!!
I DON'T WANNA SEE YER UGLY PUSS IN MY PLACE AGAIN TILL YA CAN BUY YER OWN DRINKS, LOSER!
SKLANG!

DON'T WORRY, ARNIE-- YOU WON'T BE SEEING ME AGAIN!
Black Swan CAFE
I'VE LEARNED EVERYTHING I NEED TO KNOW!
30


WHILE...
WITH ANY LUCK, WE'LL BE ABLE TO TEST THIS--EH?
BLAST--! IT'S THE ALARM!
OOGAH
NO-- NOT NOW!
FROM WHAT YOU'VE TOLD ME, THAT KLAXON ONLY SOUNDS WHEN THIS SHIP HAS--
WHUP WHUP
--UNINVITED VISITORS!
AND I DON'T NEED THREE GUESSES TO FIGURE OUT WHO SENT THEM!


THE NAME'S ORVILLE BAKER, COLONEL, U.S.A.F.
YOU THE HEAD HONCHO AROUND HERE?
IN A MANNER OF SPEAKING.
THIS IS A PRIVATE RESEARCH FACILITY, COLONEL-- AND WE'RE QUITE BUSY!
IS THERE SOMETHING IN PARTICULAR YOU WANT HERE?
AS A MATTER OF FACT, MISTER-- WE WANT YOU!
YOU ARE HEREBY REMANDED INTO GOVERNMENT CUSTODY... DR. ROBERT BRUCE BANNER!

GET 'IM OUTTA HERE, BOYS!
I'M AFRAID I REALLY MUST PROTEST, SIR! DOCTOR BANNER IS HERE AS A PERSONAL GUEST OF MR. BRUCE WAYNE!
YOU HAVE ABSOLUTELY NO AUTHORITY TO REMOVE THE DOCTOR FROM THE PREMISES LIKE THIS!
NO, ALFRED--DON'T ARGUE! MAYBE IT'S BETTER THIS WAY!

MAYBE I WAS NEVER MEANT TO FIND A CURE FOR MY AFFLICTION!
AT LEAST NOW THEY'LL PUT ME SOME PLACE WHERE I CAN NEVER HURT ANYBODY EVER AGAIN!
YOU HEARD YOUR BUDDY, LITTLE MAN!
NOW LET'S GET MOVING-- WE HAVEN'T GOT ALL DAY!
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FORGIVE ME--BUT I CANNOT DO THAT, COLONEL! MY EMPLOYER LEFT DOCTOR BANNER IN MY CARE--
--AND I WOULD BE QUITE REMISS IF I DID NOT DO MY UTMOST TO PROTECT HIM!
NOW KINDLY UNHAND THE GOOD DOCTOR--
--OR I FEAR I SHALL BE FORCED TO TAKE STERNER MEASURES!
MAYBE YOU DON'T LISTEN TOO GOOD, PUNK!
YOU WUZ TOLD TO STOP BOTHERIN' US!
SWOK!
UUNNHH!
YOU MORON! WHAT DO YOU THINK YOU'RE DOING?
THE BOSS TOLD US TO MAKE THIS LOOK LIKE A PROPER MILITARY OPERATION!
HUH--?!?
YOU'RE NOT REAL ARMY! YOU'RE ALL A BUNCH OF FRAUDS!
WHO ARE YOU REALLY?
WHAT ARE YOU DOING HERE? WHAT DO YOU WANT FROM ME?
TELL ME WHAT YOU WANT!!
SUDDENLY, UNREASONING FEAR WELLS UP IN BANNER'S BODY, STARTING HIS HEART RACING, HIS PULSE POUNDING--
--WHICH MAKES WHAT HAPPENS NEXT ALL BUT INEVITABLE!
HEY--HE'S TURNIN' GREEN ON US!
HOLD 'IM, YOU GUYS--WHILE I LAY THIS RIFLE-BUTT UPSIDE HIS HEAD!
NO, YOU IDIOTS--DON'T!
THE LAST THING WE WANT TO DO IS MAKE THIS CRAZY FREAK MAD!
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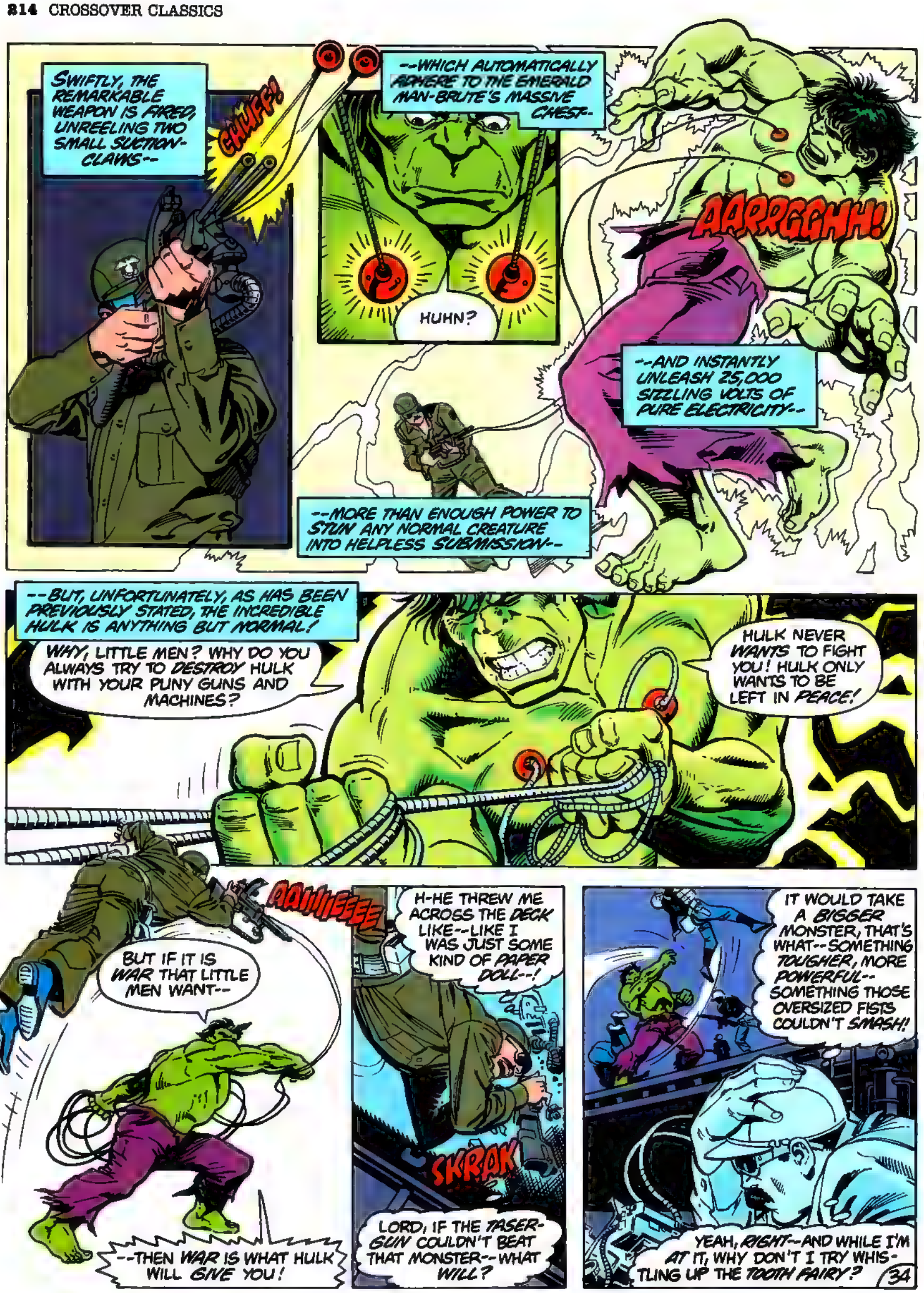
MAD!? YES, HULK IS MAD!!
MAD AT PUNY HUMANS WHO ALWAYS TRY TO HURT HULK!
MAD AT WORLD THAT WILL NOT LEAVE HULK ALONE!
AND THUS, THE SEEMINGLY-ETERNAL BATTLE IS JOINED ONCE MORE--
--THOUGH IT IS A DECIDEDLY ONE-SIDED BATTLE AT BEST!
C'MON, YOU GUYS-- WE GOTTA BRING THIS MONSTER DOWN!
BAH! LITTLE MEN ARE LIKE ANTS--ALWAYS ANNOYING HULK-- MAKING HULK ITCH--!
STOP BOTHERING HULK, LITTLE MEN--OR HULK WILL SQUASH YOU LIKE THE BUGS YOU ARE!
JUST KEEP HIM BUSY A FEW SECONDS LONGER, BOYS-- I GOT THE TASER-RIFLE!
THE ELECTRICAL CHARGE IN THIS BABY COULD BRING DOWN KING KONG--
--SO IT SHOULD HAVE NO TROUBLE AT ALL WITH A CERTAIN GREEN GORILLA!
33


SWIFTLY, THE REMARKABLE WEAPON IS FIRED, UNREELING TWO SMALL SUCTION-CLAWS--
CHUFF!
--WHICH AUTOMATICALLY ADHERE TO THE EMERALD MAN-BRUTE'S MASSIVE CHEST--
HUHN?
AARRGGHH!
--AND INSTANTLY UNLEASH 25,000 SIZZLING VOLTS OF PURE ELECTRICITY--
--MORE THAN ENOUGH POWER TO STUN ANY NORMAL CREATURE INTO HELPLESS SUBMISSION--
--BUT, UNFORTUNATELY, AS HAS BEEN PREVIOUSLY STATED, THE INCREDIBLE HULK IS ANYTHING BUT NORMAL!
WHY, LITTLE MEN? WHY DO YOU ALWAYS TRY TO DESTROY HULK WITH YOUR PUNY GUNS AND MACHINES?
HULK NEVER WANTS TO FIGHT YOU! HULK ONLY WANTS TO BE LEFT IN PEACE!
BUT IF IT IS WAR THAT LITTLE MEN WANT--
--THEN WAR IS WHAT HULK WILL GIVE YOU!
AAIIEEEE
H-HE THREW ME ACROSS THE DECK LIKE--LIKE I WAS JUST SOME KIND OF PAPER DOLL--!
SKRAK
LORD, IF THE TASER-GUN COULDN'T BEAT THAT MONSTER--WHAT WILL?
IT WOULD TAKE A BIGGER MONSTER, THAT'S WHAT--SOMETHING TOUGHER, MORE POWERFUL--SOMETHING THOSE OVERSIZED FISTS COULDN'T SMASH!
YEAH, RIGHT--AND WHILE I'M AT IT, WHY DON'T I TRY WHISTLING UP THE TOOTH FAIRY?
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TYPICALLY CONFUSED, THE MAN-MONSTER WHIRLS--TO FIND HIMSELF FACING THE LIVING EMBODIMENT OF THE BOGUS COLONEL BAKER'S WISHFUL THINKING!

THAT IT WAS NOT ON DECK A MERE MOMENT AGO ISN'T REALLY IMPORTANT NOW; ALL THAT MATTERS ARE ITS INTENTIONS--

--AND THOSE ARE DEFINITELY HOSTILE!

--ABOUT?

I DON'T KNOW, IF I'M DREAMIN'-- BUT SOMEBODY SURE IS!

BACK OFF, FELLAS--AND GIVE THOSE UGLIES ROOM!

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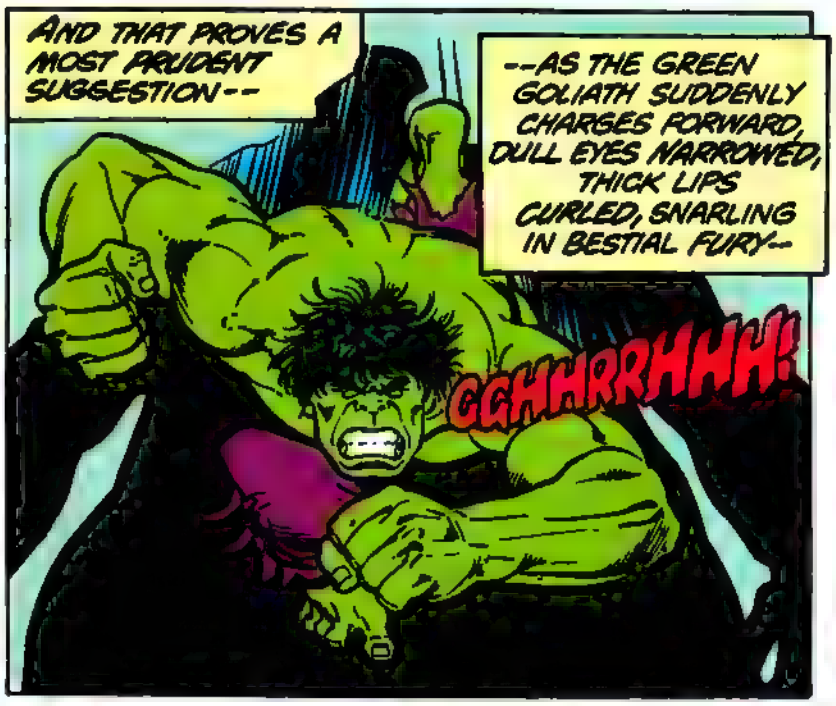
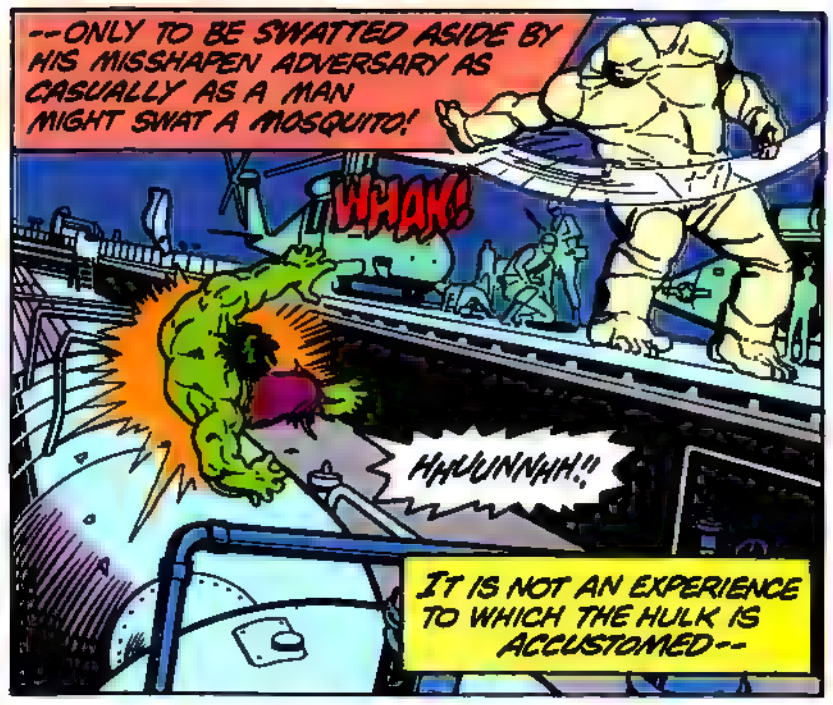
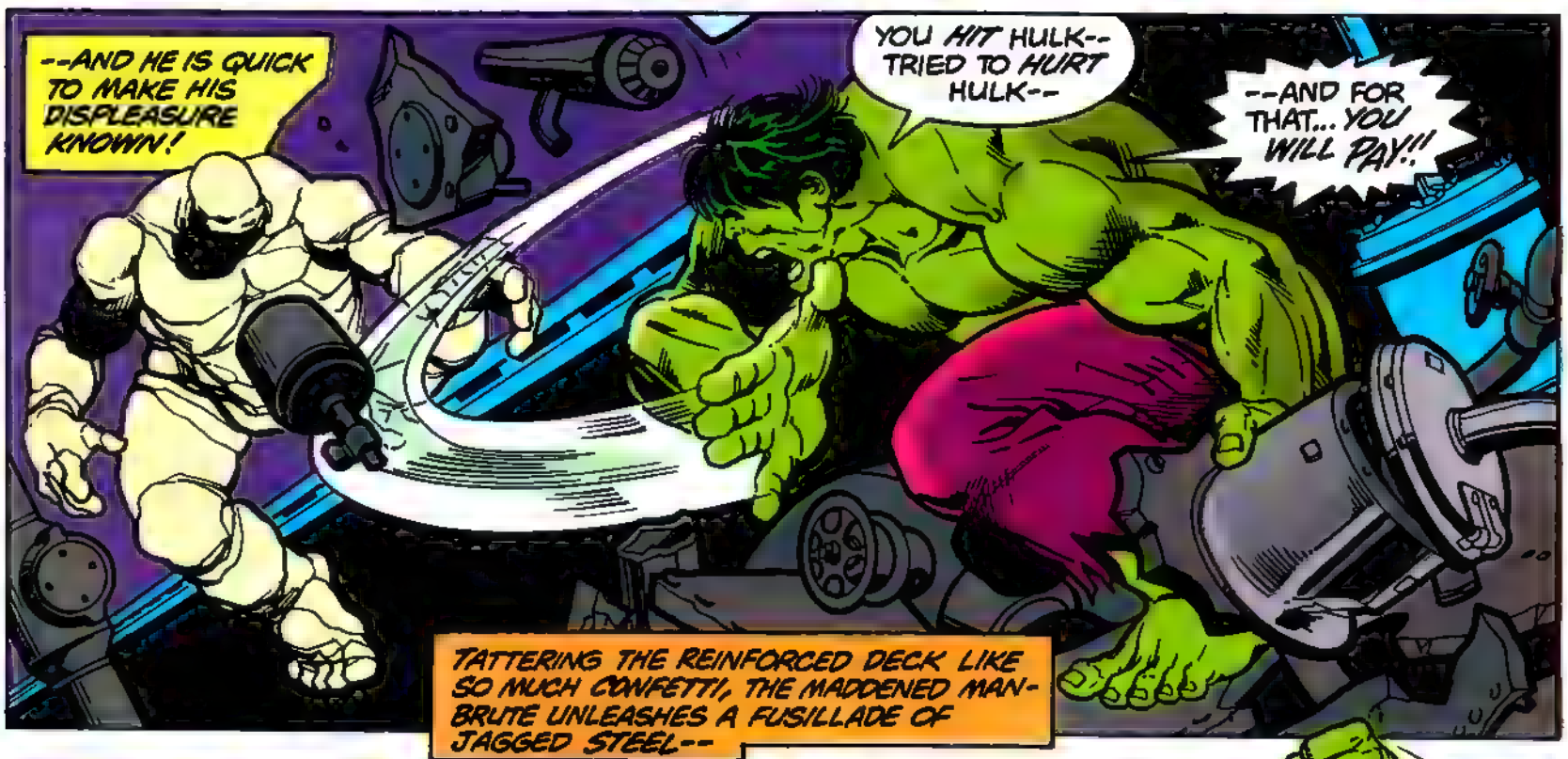
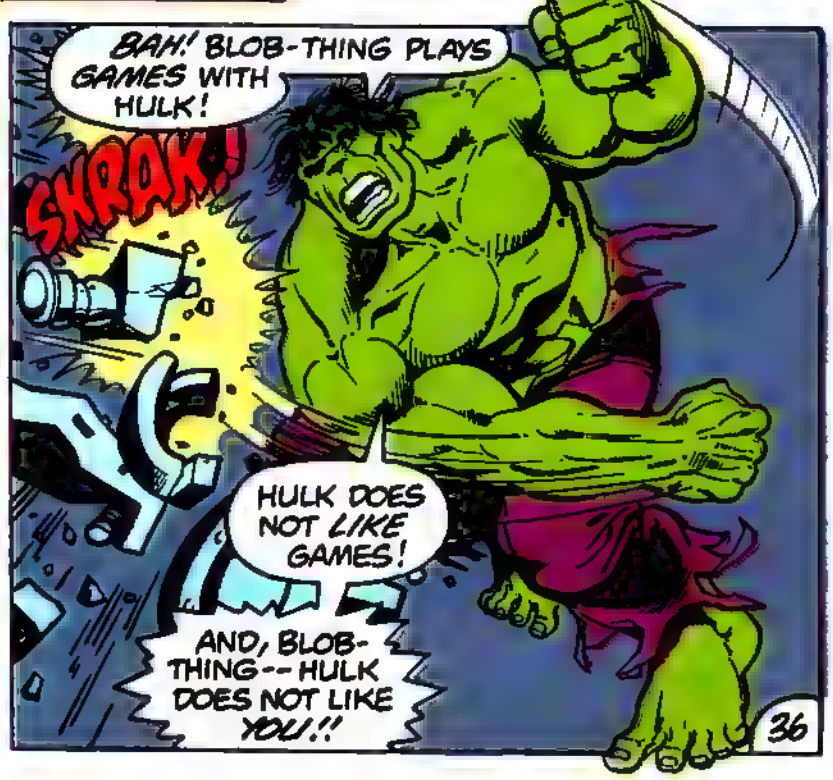
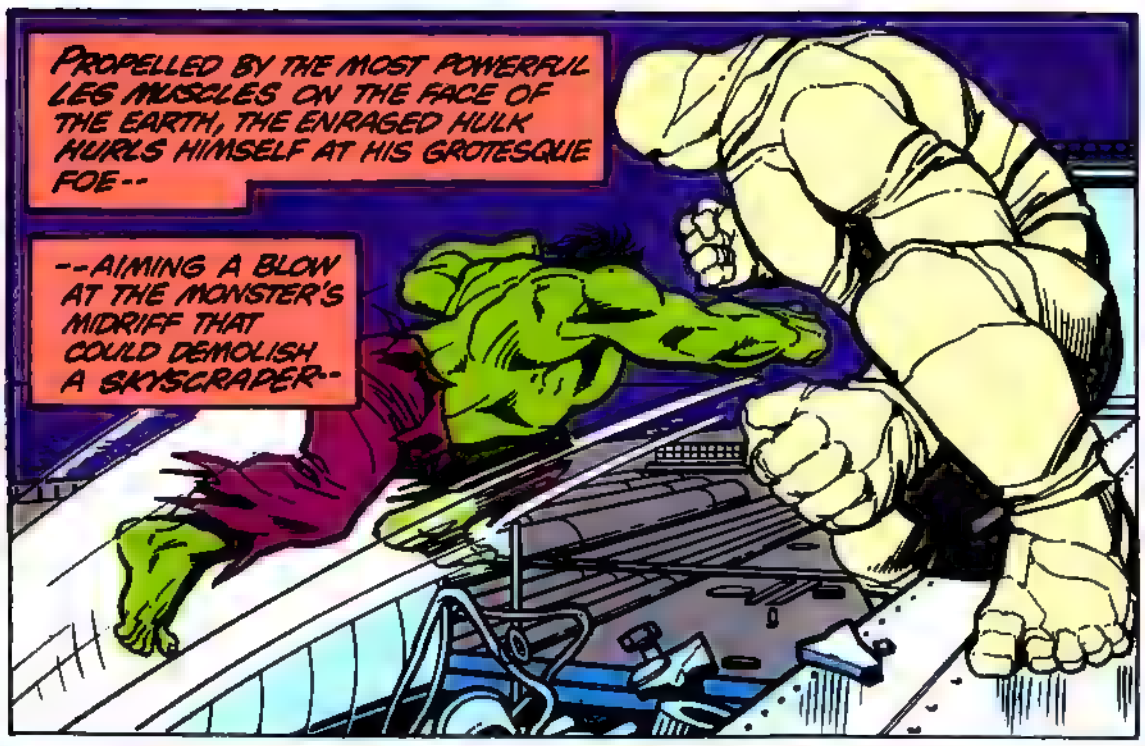

AND THAT PROVES A MOST PRUDENT SUGGESTION--
--AS THE GREEN GOLIATH SUDDENLY CHARGES FORWARD, DULL EYES NARROWED, THICK LIPS CURLED, SNARLING IN BESTIAL FURY--
GGHHRRHHH!


--ONLY TO BE SWATTED ASIDE BY HIS MISSHAPEN ADVERSARY AS CASUALLY AS A MAN MIGHT SWAT A MOSQUITO!
WHAK!
HHUUNNHH!!
IT IS NOT AN EXPERIENCE TO WHICH THE HULK IS ACCUSTOMED--


--AND HE IS QUICK TO MAKE HIS DISPLEASURE KNOWN!
YOU HIT HULK-- TRIED TO HURT HULK--
--AND FOR THAT... YOU WILL PAY!!
TATTERING THE REINFORCED DECK LIKE SO MUCH CONFETTI, THE MADDENED MAN-BRUTE UNLEASHES A FUSILLADE OF JAGGED STEEL--

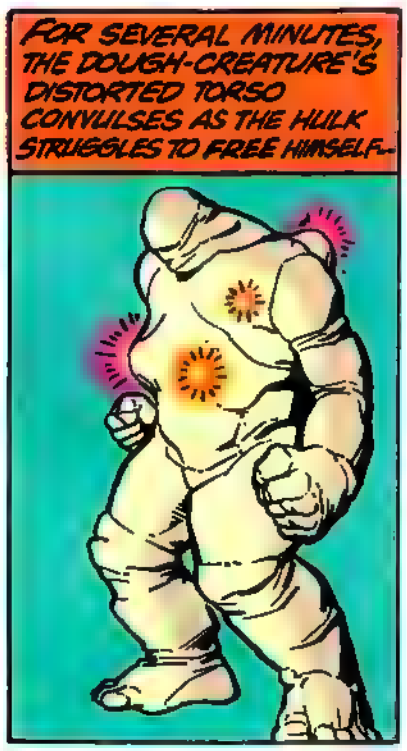
SPROING!
--WHICH MERELY BOUNCES OFF HIS OPPONENT'S BROAD CHEST AS IF IT WERE MADE OF SPONGE RUBBER...

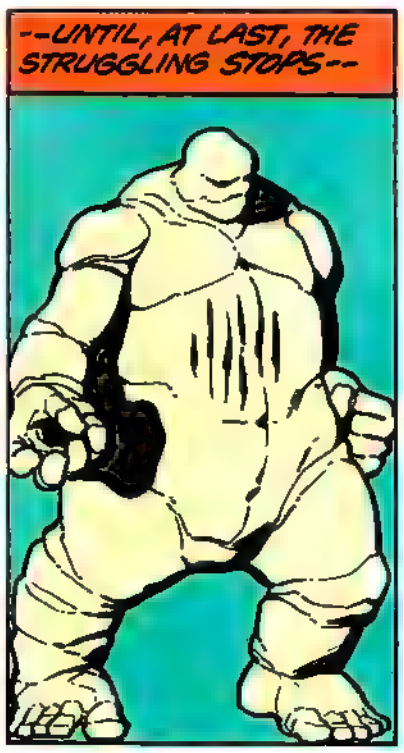

BAH! BLOB-THING PLAYS GAMES WITH HULK!
SKRAK!
HULK DOES NOT LIKE GAMES!
AND, BLOB-THING-- HULK DOES NOT LIKE YOU!!

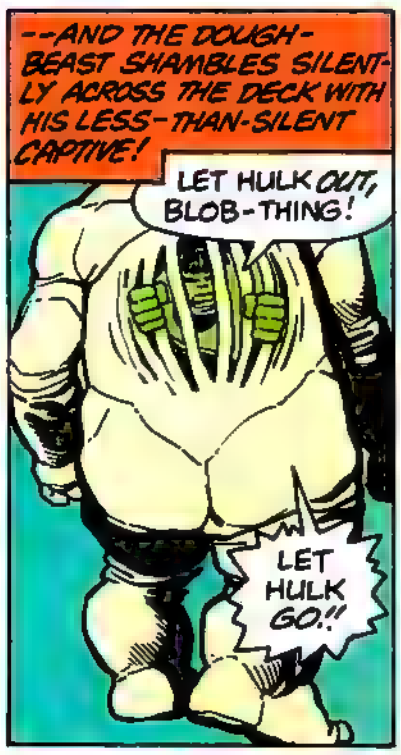

PROPELLED BY THE MOST POWERFUL LEG MUSCLES ON THE FACE OF THE EARTH, THE ENRAGED HULK HURLS HIMSELF AT HIS GROTESQUE FOE--
--AIMING A BLOW AT THE MONSTER'S MIDRIFF THAT COULD DEMOLISH A SKYSCRAPER--

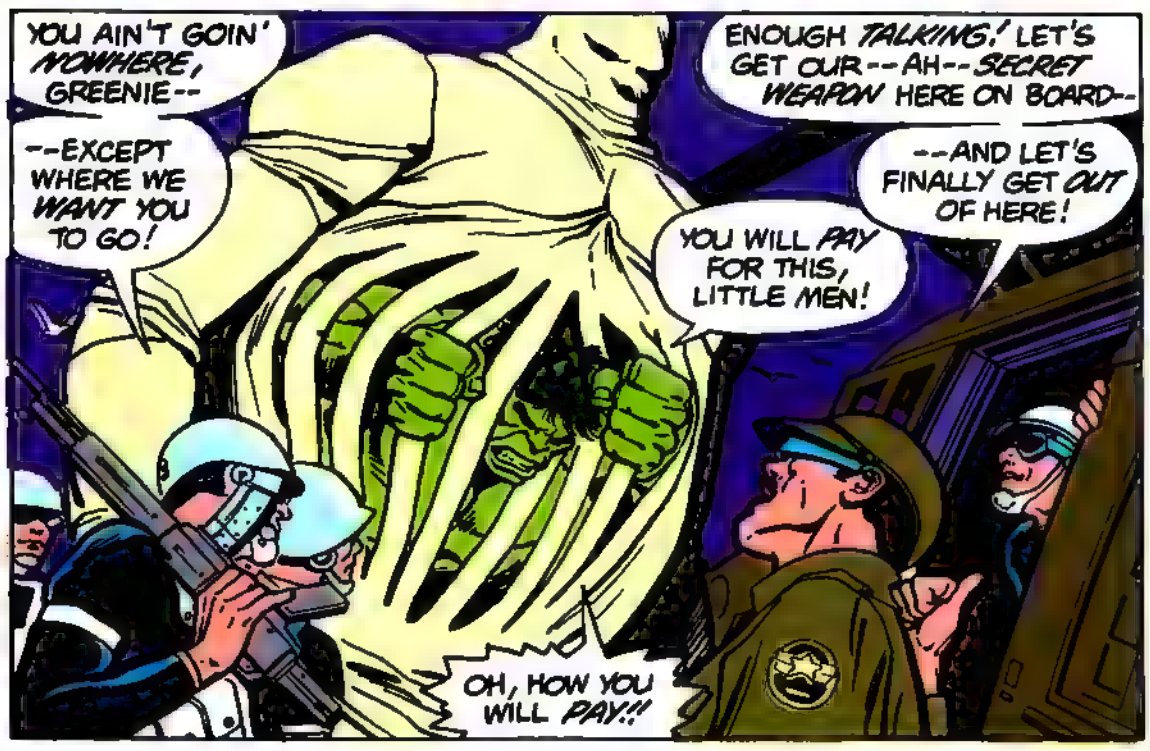
--BUT INSTEAD, MERELY SINKS INTO THE DOUGH-LIKE SUBSTANCE OF THE CREATURE--

--CARRYING THE UN-COMPREHENDING HULK RIGHT ALONG WITH IT!


FOR SEVERAL MINUTES, THE DOUGH-CREATURE'S DISTORTED TORSO CONVULSES AS THE HULK STRUGGLES TO FREE HIMSELF--


--UNTIL, AT LAST, THE STRUGGLING STOPS--


--AND THE DOUGH-BEAST SHAMBLES SILENT-LY ACROSS THE DECK WITH HIS LESS-THAN-SILENT CAPTIVE!
LET HULK OUT, BLOB-THING!
LET HULK GO!!


YOU AIN'T GOIN' NOWHERE, GREENIE--
--EXCEPT WHERE WE WANT YOU TO GO!
ENOUGH TALKING! LET'S GET OUR--AH--SECRET WEAPON HERE ON BOARD--
--AND LET'S FINALLY GET OUT OF HERE!
YOU WILL PAY FOR THIS, LITTLE MEN!
OH, HOW YOU WILL PAY!!

AND SECONDS LATER, THE TWO CARGO-COPTERS LIFT HIGH AND AWAY FROM THE SUPER-TANKER--
--LEAVING A FRUS-TRATED ALFRED STANDING HELPLESSLY ON DECK, ALONE AND NOT A LITTLE AFRAID...
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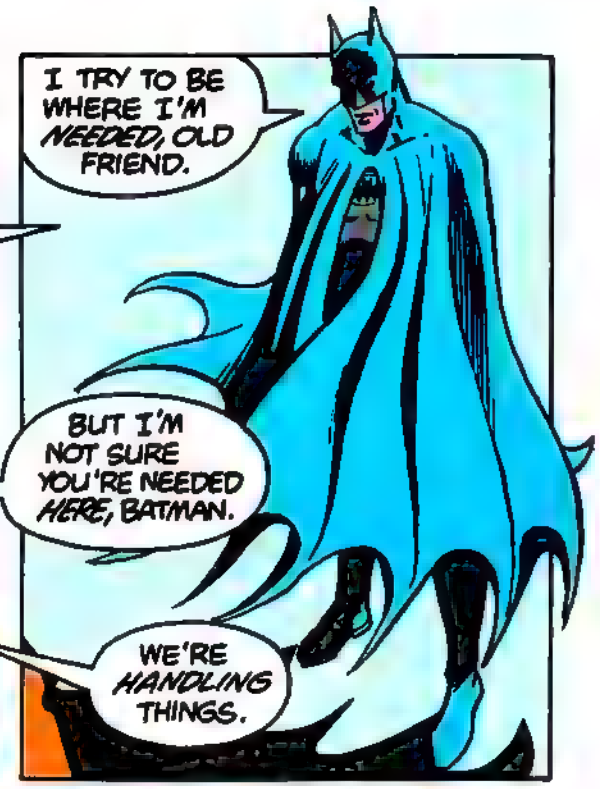
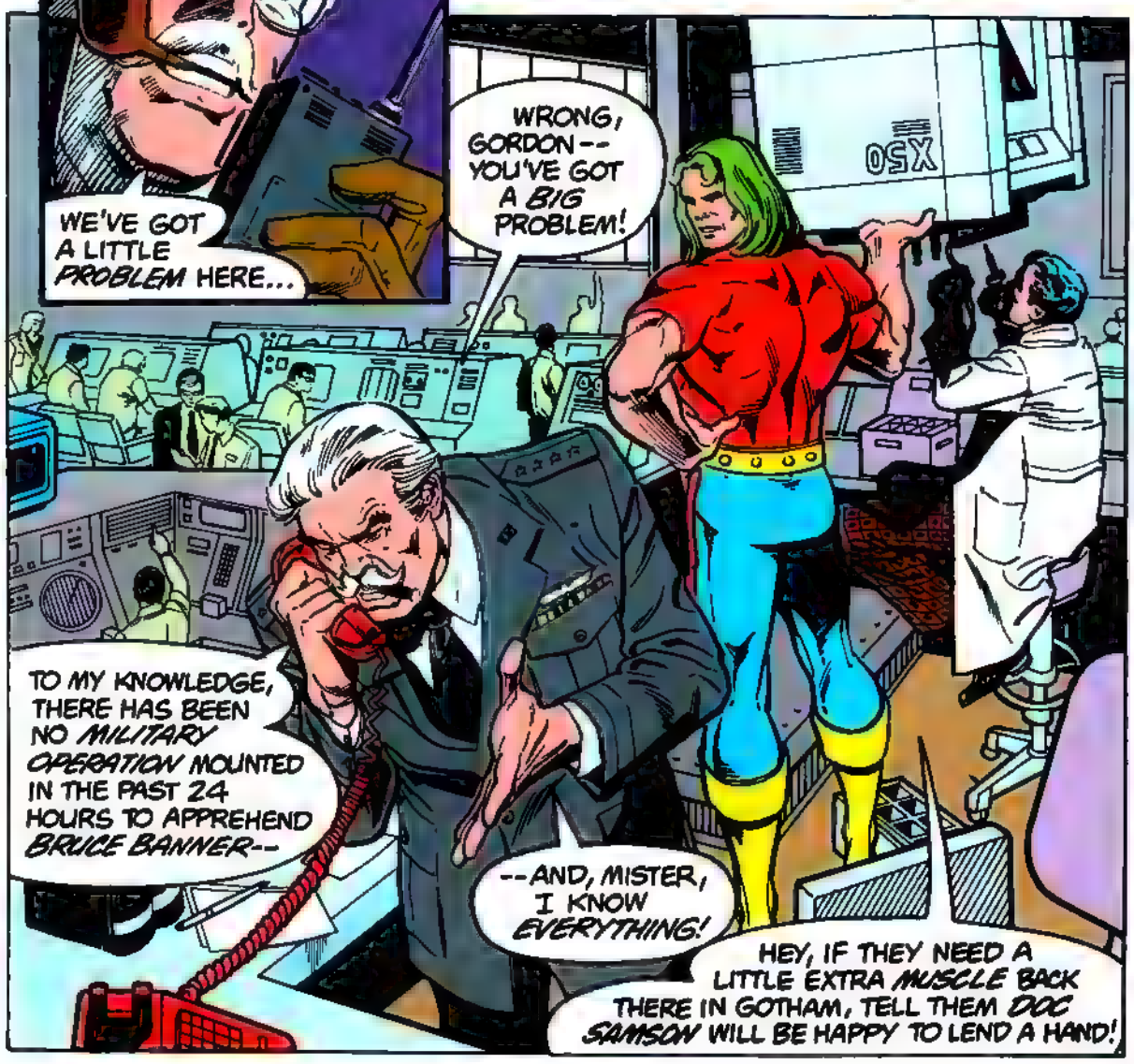
SOON AFTER...
--AND I FEAR THAT'S ALL I CAN TELL YOU, COMMISSIONER GORDON.
I WISH IT WERE MORE, ALFRED.
I'VE GOT A LOT OF LOOSE ENDS HANGING HERE--

--AND I'M NOT EXACTLY CRAZY ABOUT MY OLD FRIEND BRUCE WAYNE, HARBORING A WANTED FUGITIVE RIGHT UNDER MY VERY NOSE--!
I'M SURE WAYNE HAD HIS REASONS, COMMISSIONER.
WHO--?!?
OH--IT'S YOU. I SHOULD HAVE KNOWN.


I TRY TO BE WHERE I'M NEEDED, OLD FRIEND.
BUT I'M NOT SURE YOU'RE NEEDED HERE, BATMAN.
WE'RE HANDLING THINGS.

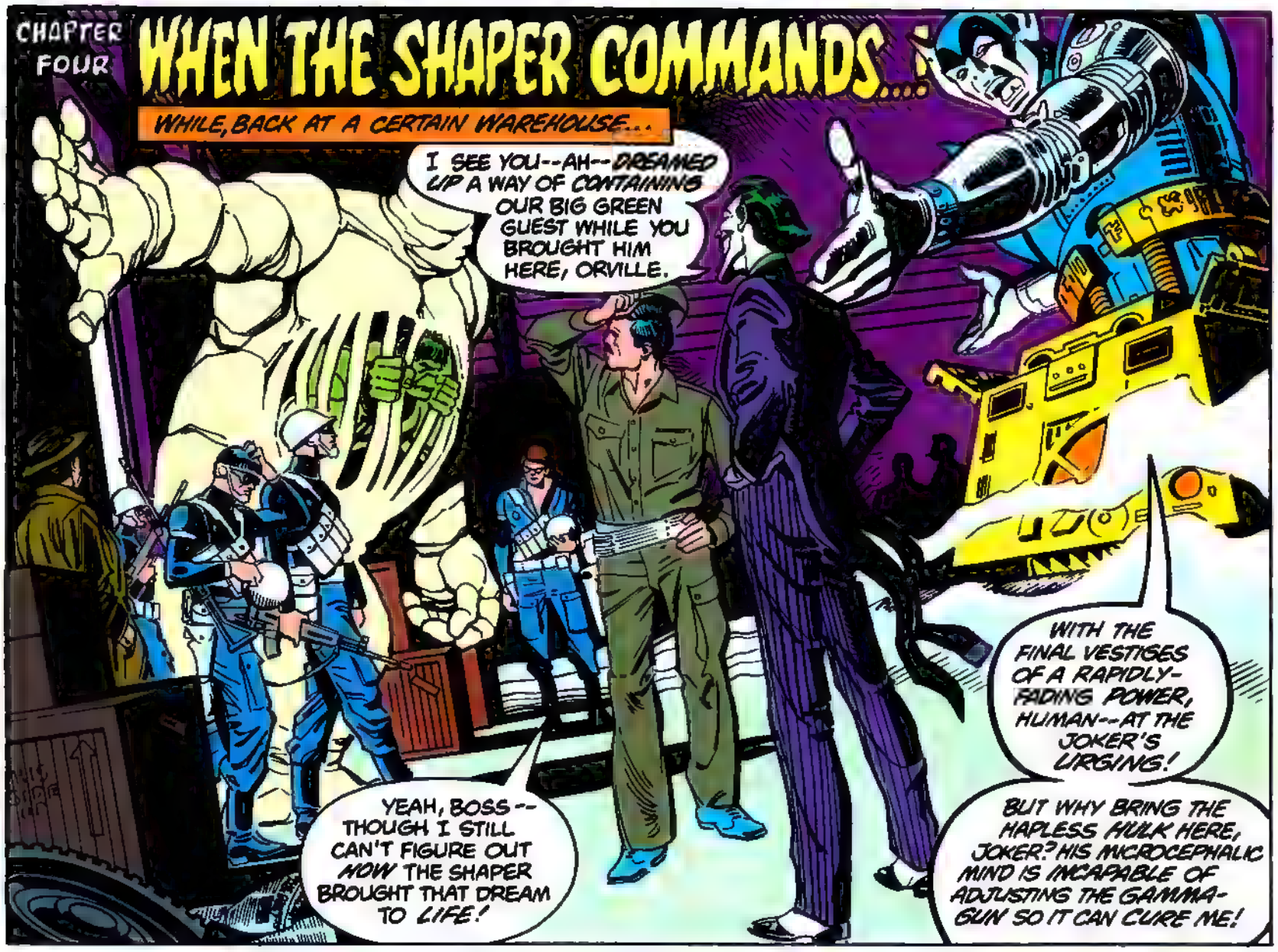
STILL, I HAVE COMPLETE FILES ON BANNER AND THE HULK BACK IN THE BAT-CAVE! PERHAPS I CAN--
COMMISSIONER?
YES?
WE'VE FINALLY MANAGED TO PATCH THROUGH YOUR CALL TO NEW MEXICO, SIR.

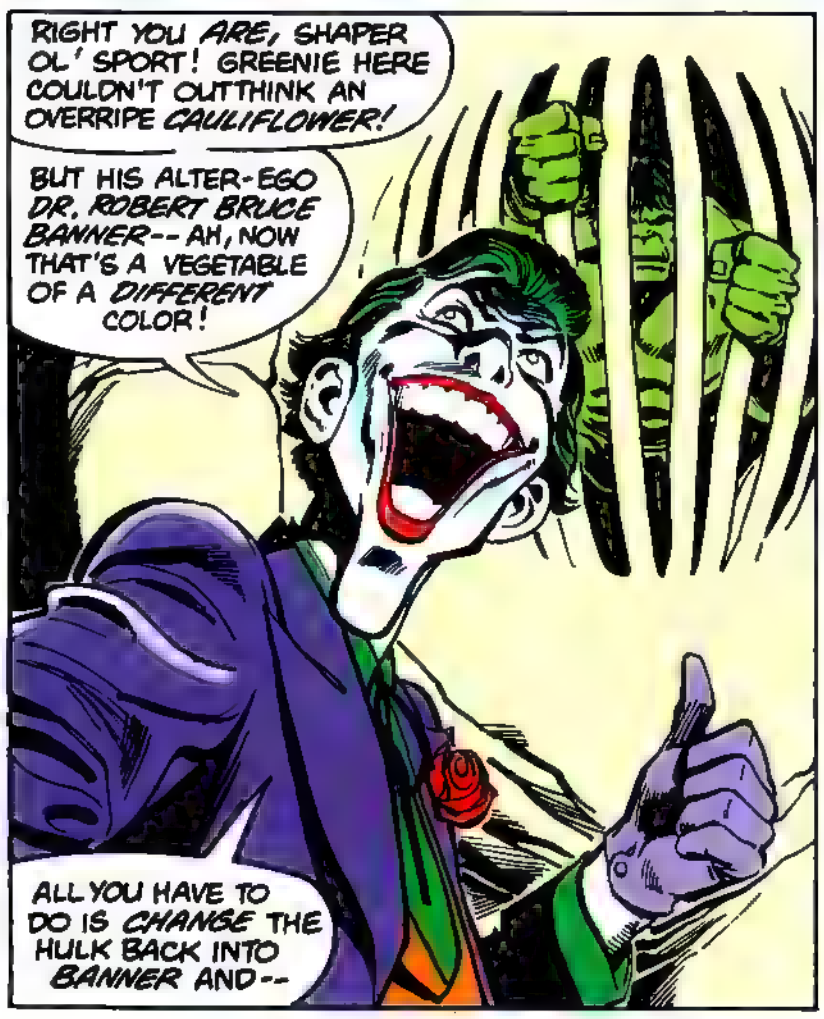
GENERAL ROSS? GOTHAM POLICE COMMISSIONER JAMES W. GORDON CALLING.
WE'VE GOT A LITTLE PROBLEM HERE...


WRONG, GORDON -- YOU'VE GOT A BIG PROBLEM!
TO MY KNOWLEDGE, THERE HAS BEEN NO MILITARY OPERATION MOUNTED IN THE PAST 24 HOURS TO APPREHEND BRUCE BANNER--
--AND, MISTER, I KNOW EVERYTHING!
HEY, IF THEY NEED A LITTLE EXTRA MUSCLE BACK THERE IN GOTHAM, TELL THEM DOC SAMSON WILL BE HAPPY TO LEND A HAND!

AND, AFTER A FINAL EXCHANGE OF AMENITIES...
LOOKS LIKE YOU WERE RIGHT, ALFRED--
THOSE SO-CALLED SOLDIERS WHO NABBED BANNER WERE PHONIES!

AND IT DOESN'T TAKE A BATMAN TO GUESS WHO THEY WERE WORKING FOR!
38


CHAPTER FOUR
WHEN THE SHAPER COMMANDS...
WHILE, BACK AT A CERTAIN WAREHOUSE...
I SEE YOU--AH--DREAMED UP A WAY OF CONTAINING OUR BIG GREEN GUEST WHILE YOU BROUGHT HIM HERE, ORVILLE.
YEAH, BOSS -- THOUGH I STILL CAN'T FIGURE OUT HOW THE SHAPER BROUGHT THAT DREAM TO LIFE!
WITH THE FINAL VESTIGES OF A RAPIDLY-FADING POWER, HUMAN--AT THE JOKER'S URGING!
BUT WHY BRING THE HAPLESS HULK HERE, JOKER? HIS MICROCEPHALIC MIND IS INCAPABLE OF ADJUSTING THE GAMMA-GUN SO IT CAN CURE ME!


RIGHT YOU ARE, SHAPER OL' SPORT! GREENIE HERE COULDN'T OUTTHINK AN OVERRIPE CAULIFLOWER!
BUT HIS ALTER-EGO DR. ROBERT BRUCE BANNER-- AH, NOW THAT'S A VEGETABLE OF A DIFFERENT COLOR!
ALL YOU HAVE TO DO IS CHANGE THE HULK BACK INTO BANNER AND--

NO! NOT BANNER! HULK HATES BANNER MOST OF ALL!
BANNER MAKES HULK GO AWAY! BANNER DRAGS HULK DOWN INTO DARKNESS!
BANNER TRIES TO DESTROY HULK--
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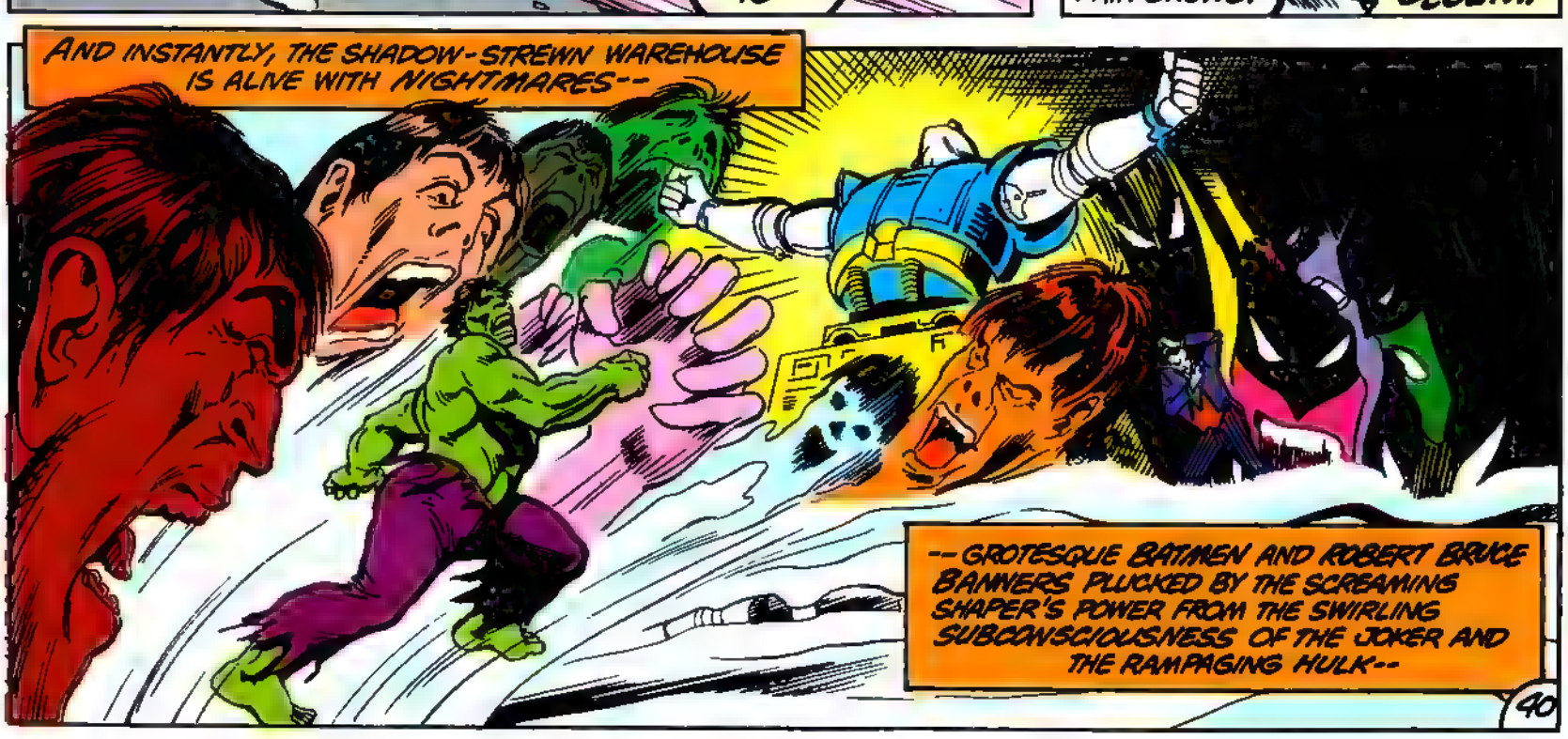
--BUT HULK WILL DESTROY BANNER FIRST!!
HULK WILL DESTROY YOU ALL!!

CAN'T ANYTHING HOLD THAT GREEN GORILLA?
GET HIM, SHAPER-- BEFORE HE GETS ME!
GET HIM I SHALL, JOKER-- BUT FOR MY SAKE, NOT YOURS!

HOLD, MY FRIEND!
NOW, MACHINE-MAN--HULK WILL SMASH!!
WE HAVE NO QUARREL, YOU AND I! I MERELY WISH TO--
--WISH TO--

NO! IT IS TOO LATE!
MY MIND REELS! THE PAIN GROWS!
THE MADNESS HAS BEGUN!!


AND INSTANTLY, THE SHADOW-STREWN WAREHOUSE IS ALIVE WITH NIGHTMARES--
--GROTESQUE BATMEN AND ROBERT BRUCE BANNERS PLUCKED BY THE SCREAMING SHAPER'S POWER FROM THE SWIRLING SUBCONSCIOUSNESS OF THE JOKER AND THE RAMPAGING HULK--
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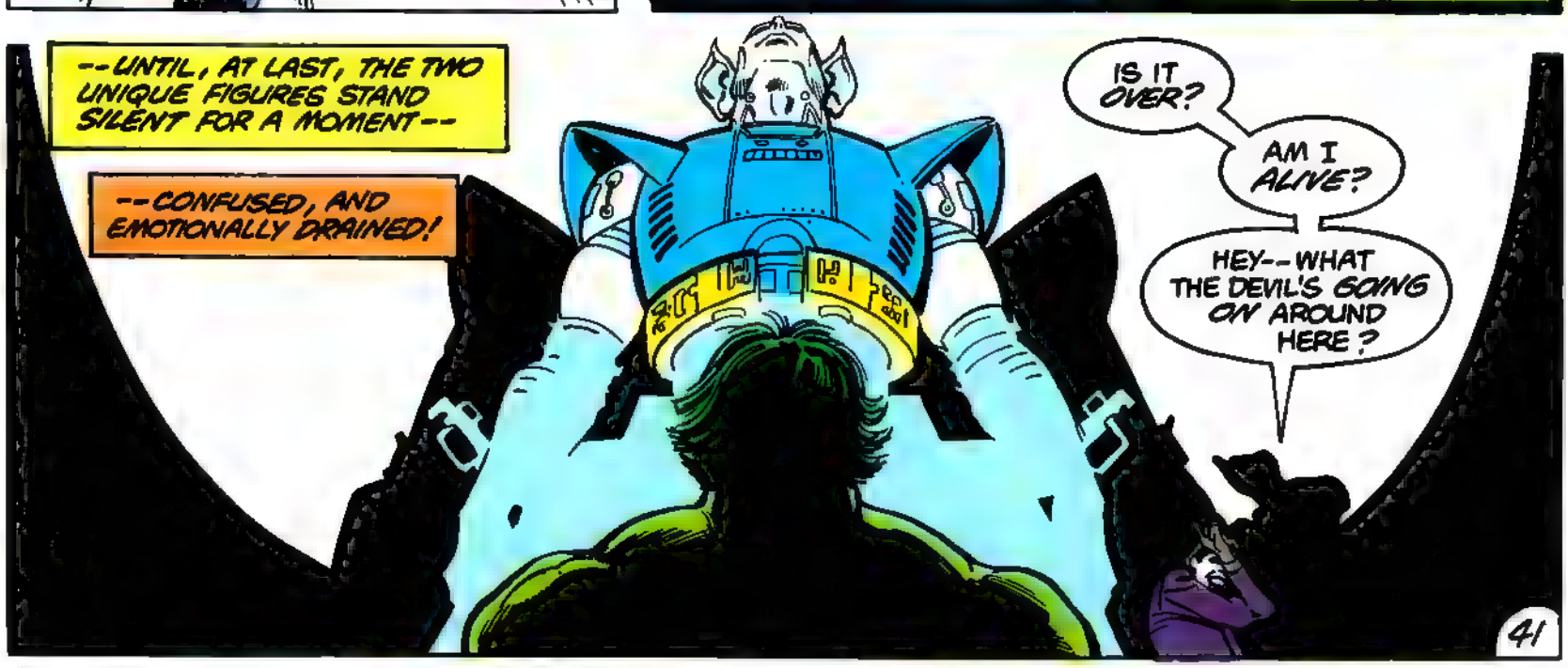
--BUT WHILE THE JOKER STANDS TRANS-FIXED WITH FEAR AT THE OVERWHELMING SIGHT OF HIS GREATEST ENEMY TRANSMOGRIFIED--
AARRGGHH!
--THE BLUDGEONING MAN-BRUTE DEALS WITH HIS HATED FOE IN TYPICALLY STRAIGHTFORWARD FASHION...

THEN, FAIRLY GLOWING WITH FURY, THE HULK ADVANCES ON THE PAIN-MADDENED SHAPER--
--A REMARKABLE REACTION OCCURRING WITH EVERY STEP THE GREEN GOLIATH TAKES--
--THE FURY FADING FROM HIS BODY EVEN AS THE PAIN RELINQUISHES ITS GRIP ON THE SHAPER--


--UNTIL, AT LAST, THE TWO UNIQUE FIGURES STAND SILENT FOR A MOMENT--
--CONFUSED, AND EMOTIONALLY DRAINED!
IS IT OVER?
AM I ALIVE?
HEY--WHAT THE DEVIL'S GOING ON AROUND HERE?
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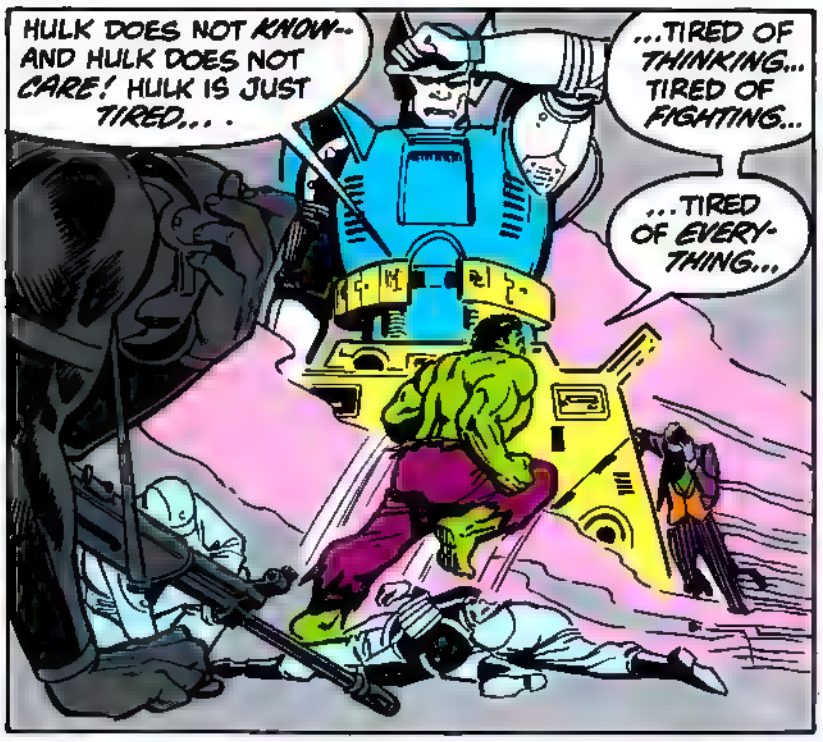
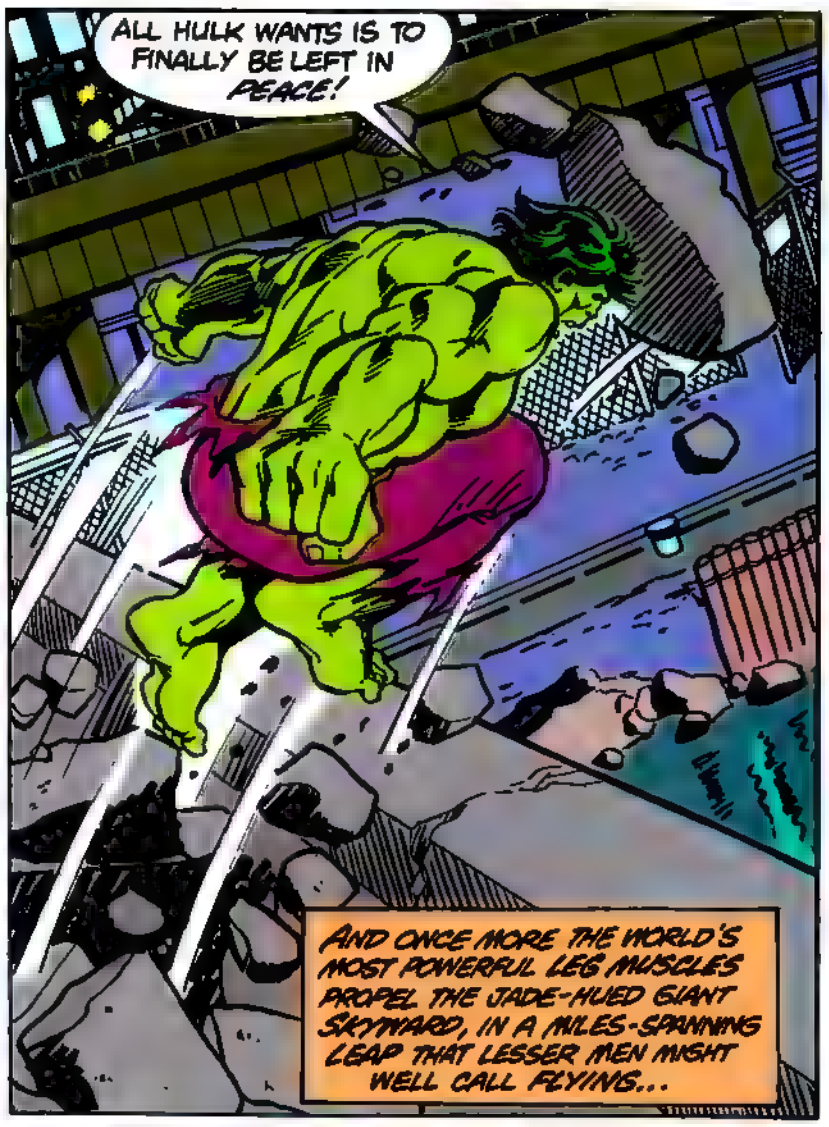
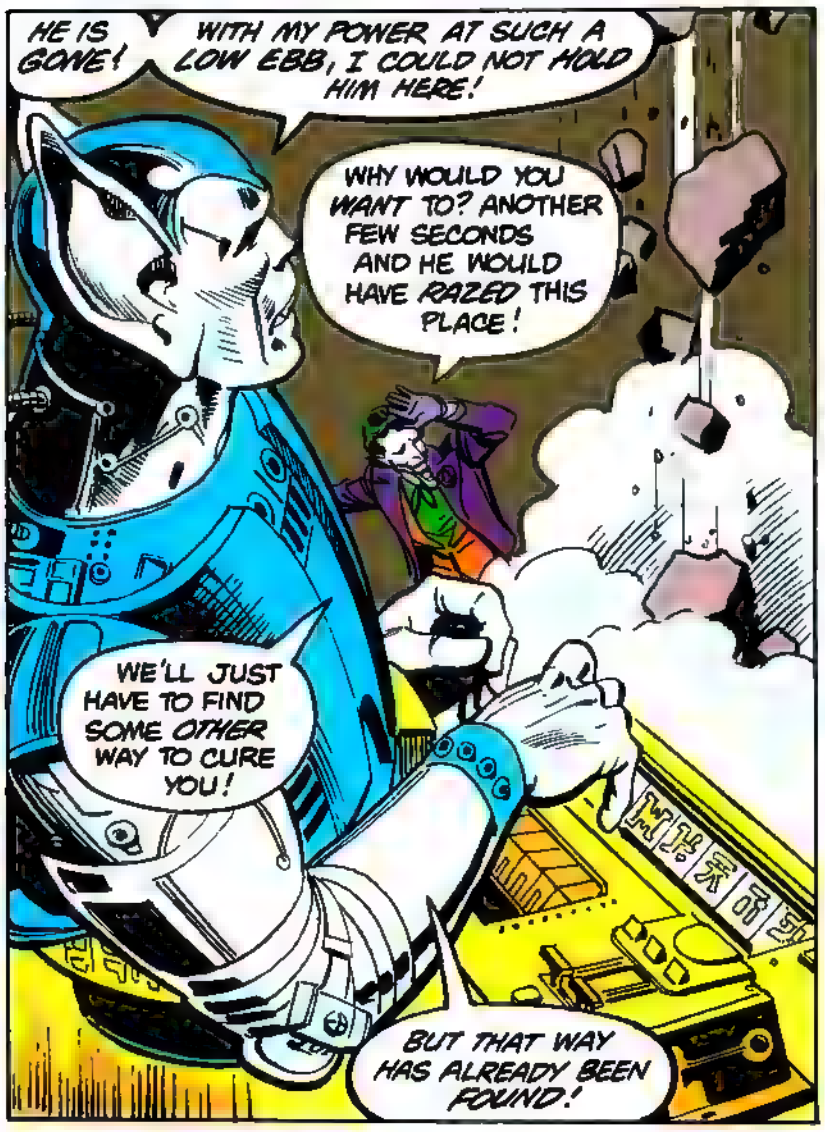

HULK DOES NOT KNOW-- AND HULK DOES NOT CARE! HULK IS JUST TIRED....
...TIRED OF THINKING... TIRED OF FIGHTING...
...TIRED OF EVERY-THING...


ALL HULK WANTS IS TO FINALLY BE LEFT IN PEACE!
AND ONCE MORE THE WORLD'S MOST POWERFUL LEG MUSCLES PROPEL THE JADE-HUED GIANT SKYWARD, IN A MILES-SPANNING LEAP THAT LESSER MEN MIGHT WELL CALL FLYING...


HE IS GONE!
WITH MY POWER AT SUCH A LOW EBB, I COULD NOT HOLD HIM HERE!
WHY WOULD YOU WANT TO? ANOTHER FEW SECONDS AND HE WOULD HAVE RAZED THIS PLACE!
WE'LL JUST HAVE TO FIND SOME OTHER WAY TO CURE YOU!
BUT THAT WAY HAS ALREADY BEEN FOUND!

DID YOU NOT SEE HOW MY PAIN WAS ALLEVIATED AS THE HULK DREW CLOSER?
SOMETHING IN THE UNIQUE GAMMA RADIATION THE MAN-BRUTE HIMSELF EMITS WHEN ANGRY IS THE ANSWER TO MY PROBLEM!
I NO LONGER NEED THE GAMMA-GUN-- I NEED THE HULK HIMSELF!
AND I NEED YOU, JOKER --TO FIND HIM FOR ME!

OF COURSE, SHAPER OL' SPORT-- ;HEH HEH:--YOUR WISH IS MY COMMAND!
I ONLY ASK ONE TEENSY-WEENSY LITTLE THING:
WILL SOMEBODY PLEASE TALK ME OUT OF THIS!
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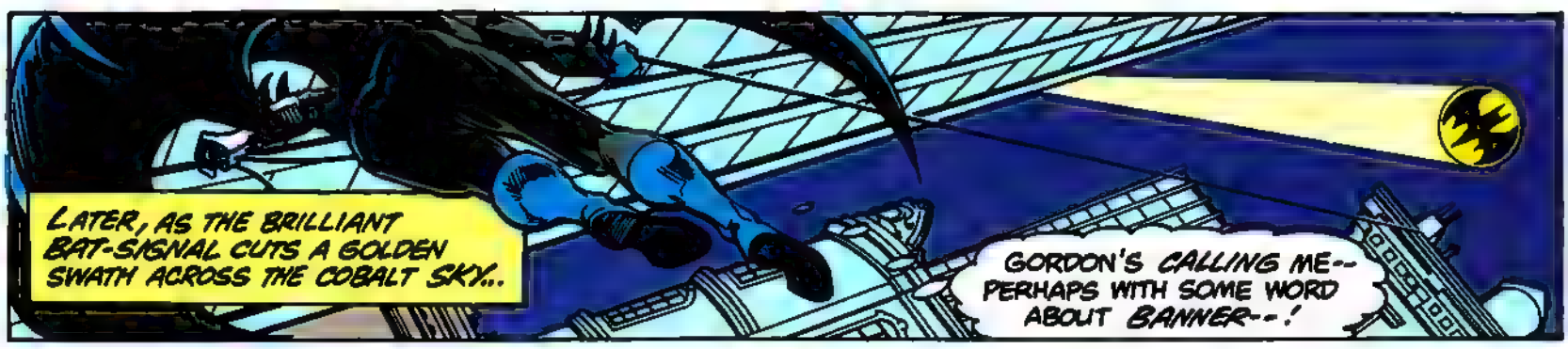
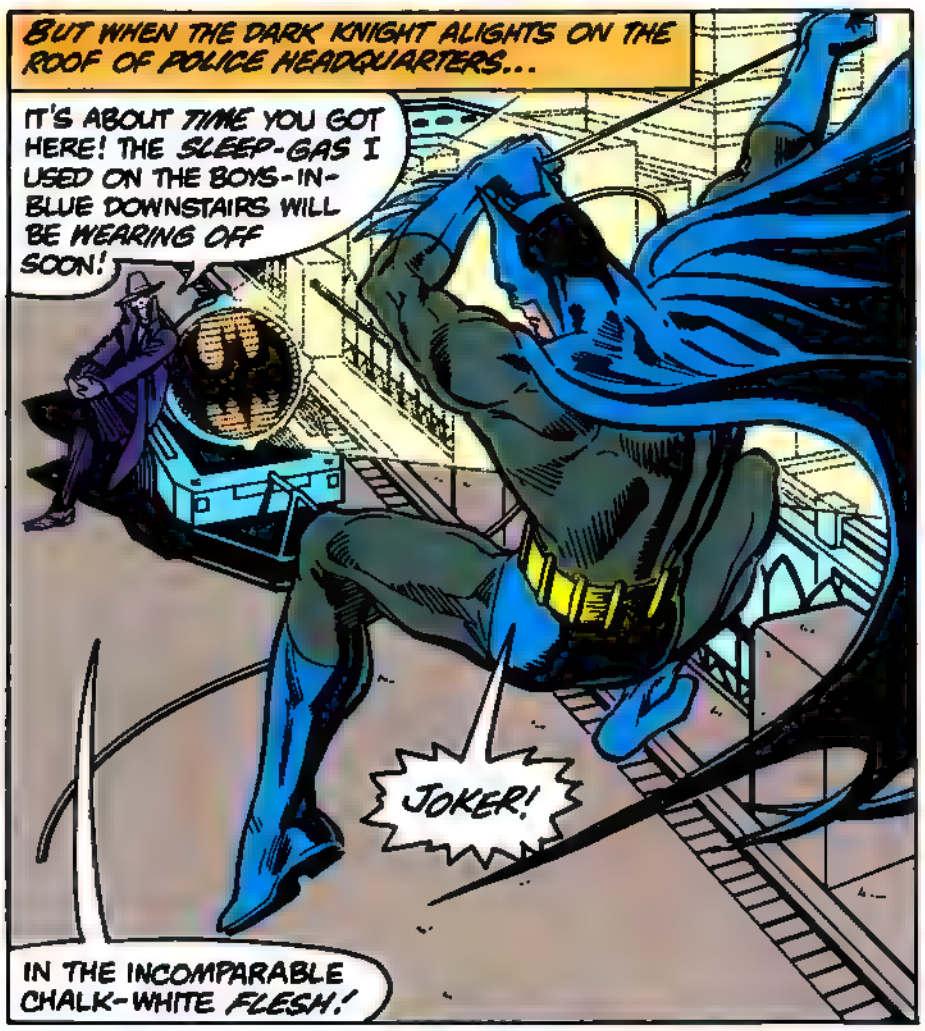
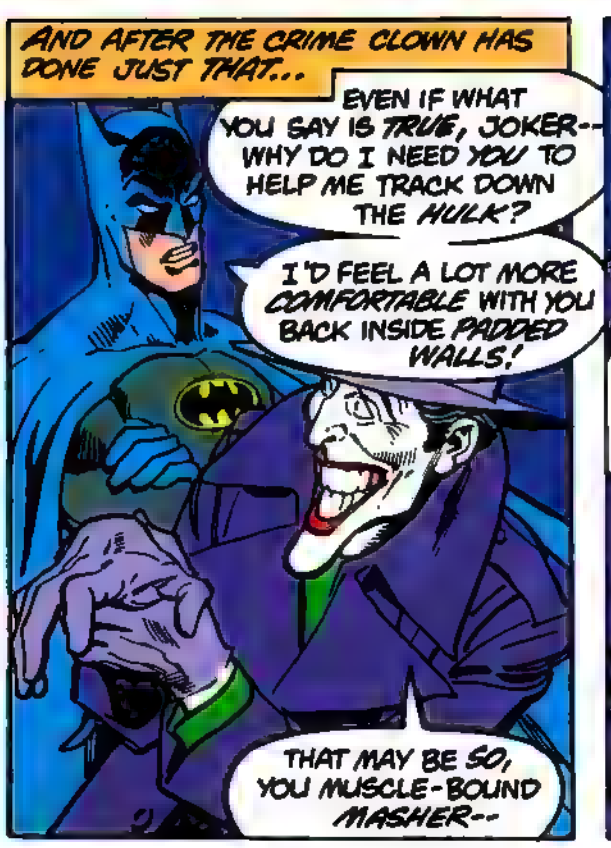
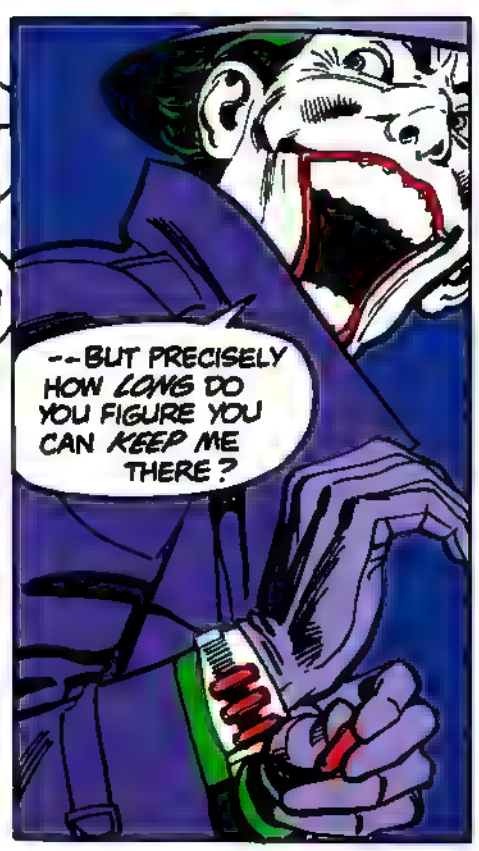

LATER, AS THE BRILLIANT BAT-SIGNAL CUTS A GOLDEN SWATH ACROSS THE COBALT SKY...
GORDON'S CALLING ME-- PERHAPS WITH SOME WORD ABOUT BANNER--!

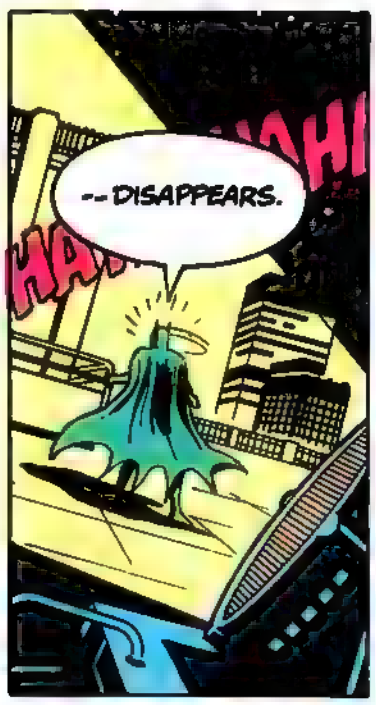

BUT WHEN THE DARK KNIGHT ALIGHTS ON THE ROOF OF POLICE HEADQUARTERS...
IT'S ABOUT TIME YOU GOT HERE! THE SLEEP-GAS I USED ON THE BOYS-IN-BLUE DOWNSTAIRS WILL BE WEARING OFF SOON!
JOKER!
IN THE INCOMPARABLE CHALK-WHITE FLESH!

BUT BEFORE YOU GET PHYSICAL AS PER USUAL, THERE'S A LITTLE DEAL I'D LIKE TO OFFER YOU!
HERE'S MY HAND ON IT!
FORGET IT, MADMAN!
THE ONLY KIND OF DEAL YOU'D EVER MAKE WOULD BE FROM THE BOTTOM OF THE DECK!
HEY--;OOCH!-- WAIT! LET ME EXPLAIN--!


AND AFTER THE CRIME CLOWN HAS DONE JUST THAT...
EVEN IF WHAT YOU SAY IS TRUE, JOKER-- WHY DO I NEED YOU TO HELP ME TRACK DOWN THE HULK?
I'D FEEL A LOT MORE COMFORTABLE WITH YOU BACK INSIDE PADDED WALLS!
THAT MAY BE SO, YOU MUSCLE-BOUND MASHER--

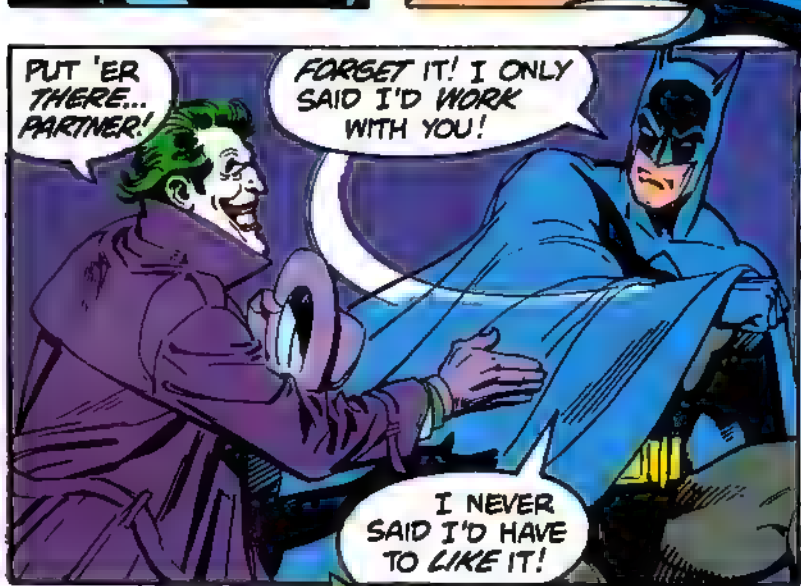

--BUT PRECISELY HOW LONG DO YOU FIGURE YOU CAN KEEP ME THERE?

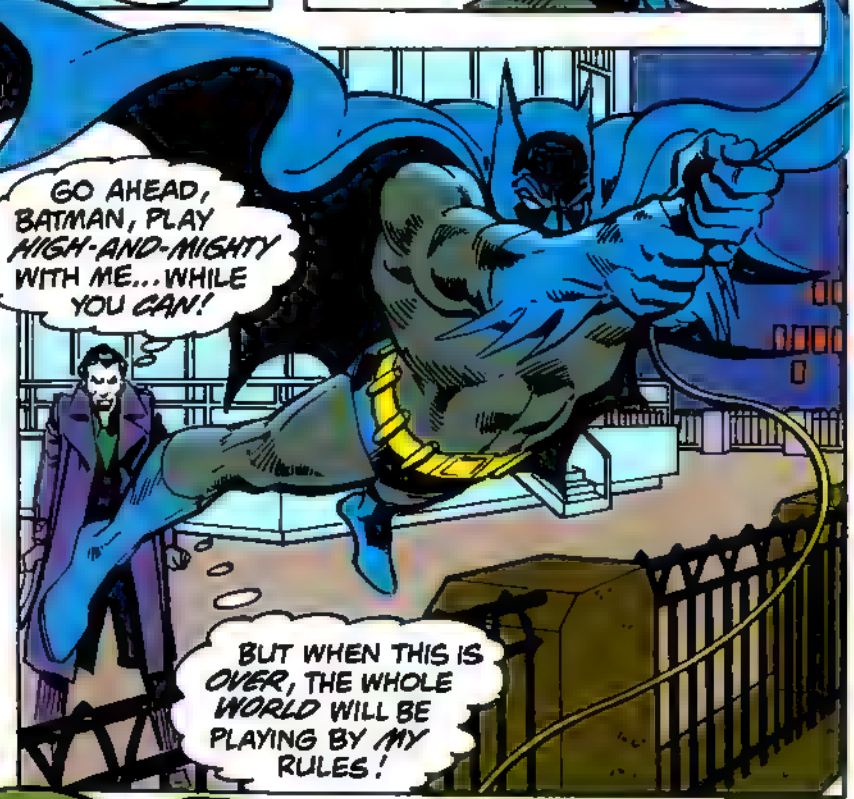
THAT'S UP TO THE COURTS TO--EH?
SMOKE-BOMB! HE MUST'VE HAD IT HIDDEN UP HIS SLEEVE!
HA HA HA H
CHUFF!
GOT TO GRAB HIM BEFORE HE--
43


--DISAPPEARS.

EH? NOW HE'S BEHIND ME--!?
AND I COULD KEEP THIS UP ALL NIGHT IF I WANTED TO-- BUT I TRUST I'VE MADE MY POINT!
AM I COMING WITH YOU?

ALL RIGHT, JOKER-- FOR NOW!
BUT I STILL DON'T TRUST YOU HALF AS FAR AS I CAN THROW YOU!
NATURALLY NOT! WHO DOES?


PUT 'ER THERE... PARTNER!
FORGET IT! I ONLY SAID I'D WORK WITH YOU!
I NEVER SAID I'D HAVE TO LIKE IT!


GO AHEAD, BATMAN, PLAY HIGH-AND-MIGHTY WITH ME...WHILE YOU CAN!
BUT WHEN THIS IS OVER, THE WHOLE WORLD WILL BE PLAYING BY MY RULES!

THROUGH THE WINDING STREETS AND ALLEYWAYS OF GOTHAM, THESE MIS-MATCHED MANHUNTERS CARRY THEIR QUEST FOR THE ELUSIVE HULK--
--KNOWING THAT HIS AIMLESS BOUNDING MAY HAVE TAKEN THE MAN-BRUTE ANYWHERE BY NOW, EVEN OUT OF GOTHAM--
--AND KNOWING THE PRICE THE WORLD WILL PAY IF HE IS NOT FOUND SOON...
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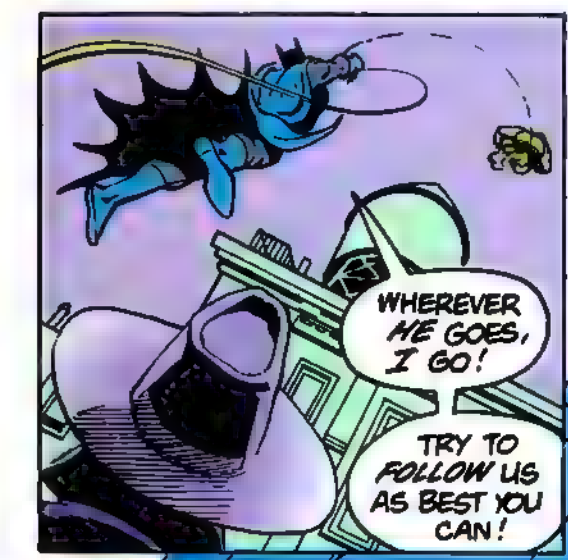
THUS, WHEN AT LAST THEY COME UPON THE HULK, ONCE MORE VENTING HIS SEEMINGLY-INEXHAUSTIBLE RAGE, THEY ALMOST BREATHE A SIGH OF RELIEF...
AYE--ALMOST.
LITTLE MEN TRIED TO HURT HULK WHILE HULK SLEPT IN ALLEY!
NOW HULK WILL PUT LITTLE MEN TO SLEEP--FOREVER!!
NEXT TIME YOU WANNA MUG SOMEONE, MORTY--DO IT ALONE!
HULK--LISTEN TO ME!
HULK--WAIT! PUT THOSE BOYS DOWN!
HUH--?!?
YOU AGAIN--?!?
YOU TRIED TO PROTECT THOSE WHO WOULD HURT HULK--
--SO HULK WILL SMASH YOU INSTEAD!
HULK--NO! WE'RE NOT HERE TO FIGHT WITH YOU!
WE ONLY WANT TO TALK!
WHY DON'T WE JUST PHONE HIM, BATS--
--SAY, LONG DISTANCE?!
BAH! HULK HATES TALK!
PUNY HUMANS TWIST THEIR WORDS TO TRICK HULK--TO CONFUSE HULK--!
KRUHK
HULK COULD CRUSH PUNY HUMANS LIKE THIS!
BUT WHY BOTHER--WHEN HULK CAN LEAVE PUNY HUMANS AND THEIR TWISTED WORDS BEHIND!
IF YOU ARE SMART, LITTLE MEN--YOU WILL NOT FOLLOW HULK!
45

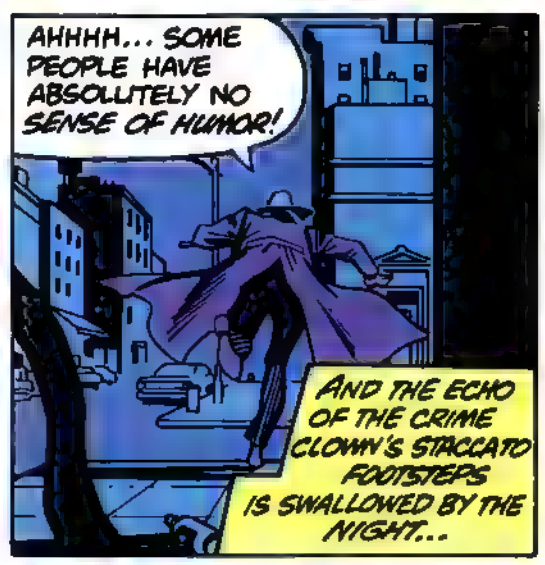
IT ISN'T A QUESTION OF INTELLIGENCE, HULK--
--WE SIMPLY HAVE NO CHOICE!

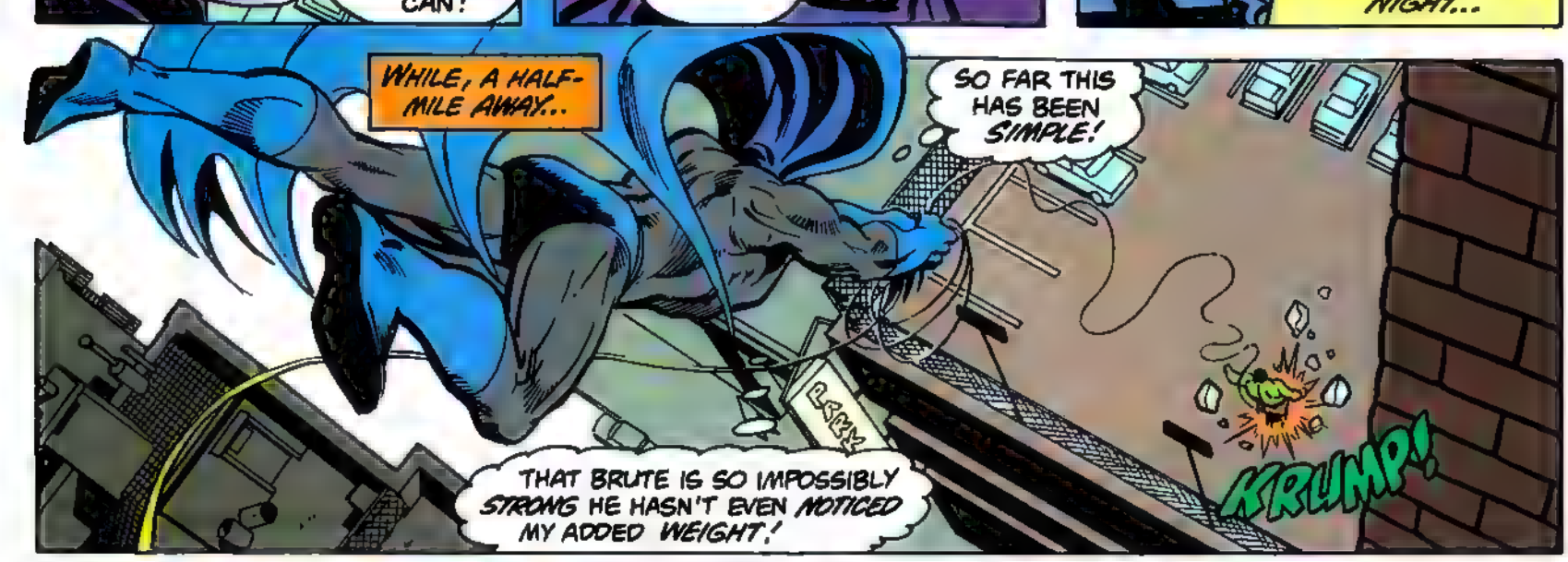
LIKE A THING ALIVE, THE BATARANG SNAKES SKY-WARD, SNARLING THE FLEEING HULK'S ANKLE--

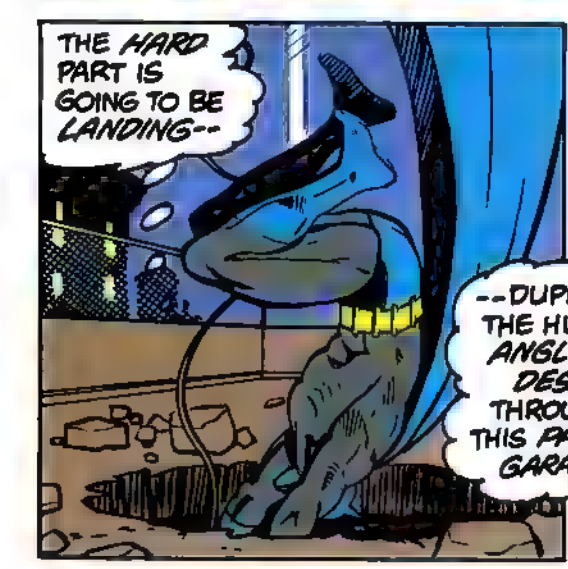
--AND THE STEEL-EYED BATMAN SUDDENLY BECOMES AIRBORNE!
QUICK-- LET GO OF THE ROPE!
NOT A CHANCE!


WHEREVER HE GOES, I GO!
TRY TO FOLLOW US AS BEST YOU CAN!

FOLLOW YOU--AND FACE THE HULK AGAIN?
YOU'VE GOT TO BE KIDDING, RIGHT?
RIGHT?


AHHHH... SOME PEOPLE HAVE ABSOLUTELY NO SENSE OF HUMOR!
AND THE ECHO OF THE CRIME CLOWN'S STACCATO FOOTSTEPS IS SWALLOWED BY THE NIGHT...

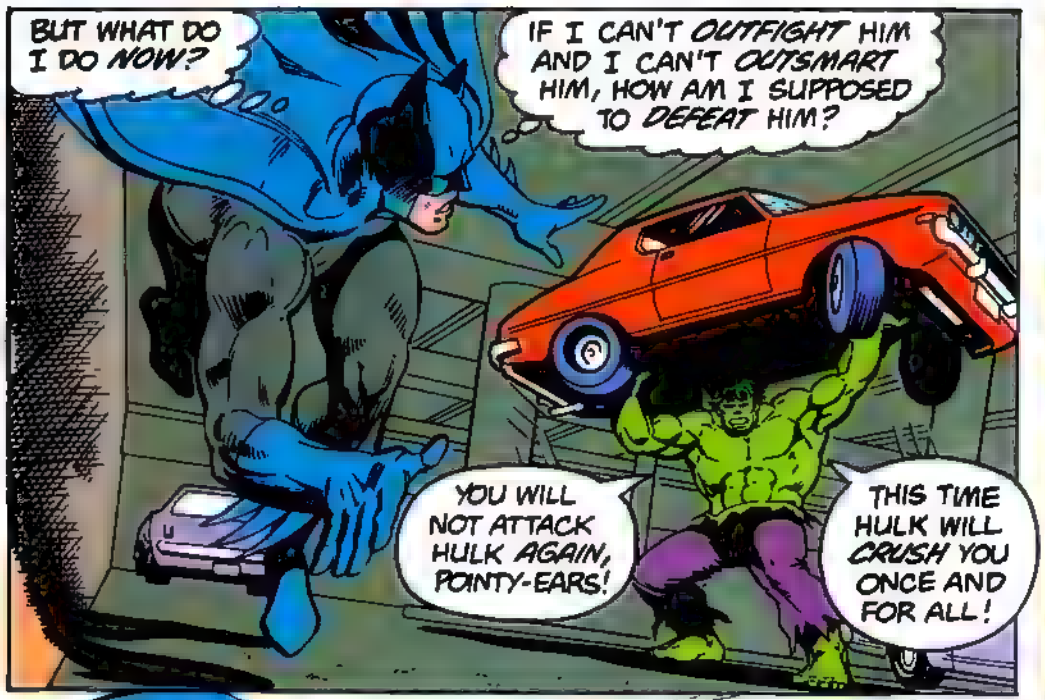

WHILE, A HALF-MILE AWAY...
SO FAR THIS HAS BEEN SIMPLE!
THAT BRUTE IS SO IMPOSSIBLY STRONG HE HASN'T EVEN NOTICED MY ADDED WEIGHT!
KRUMP!


THE HARD PART IS GOING TO BE LANDING--

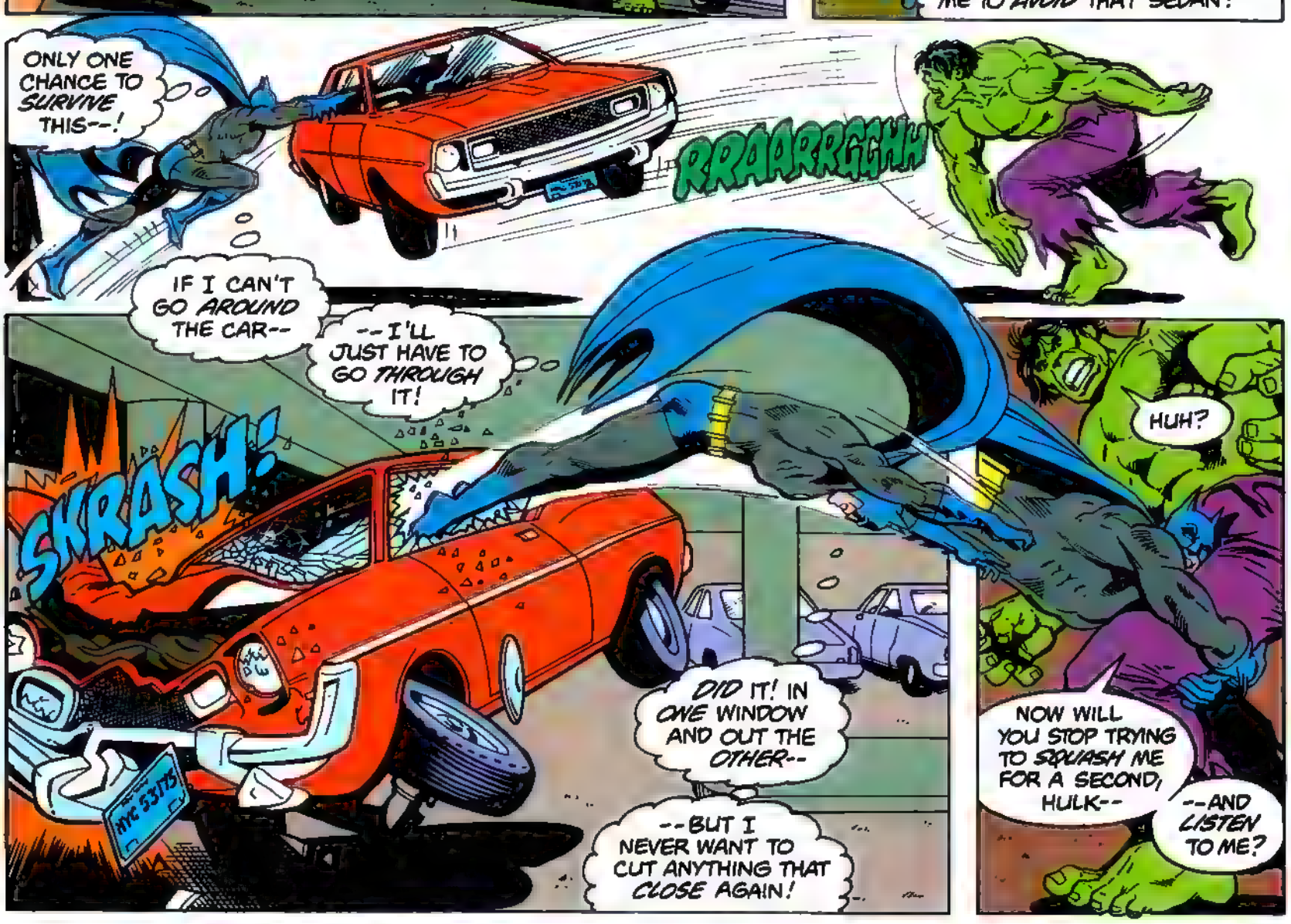
--DUPLICATING THE HULK'S ANGLE OF DESCENT THROUGH THIS PARKING GARAGE--

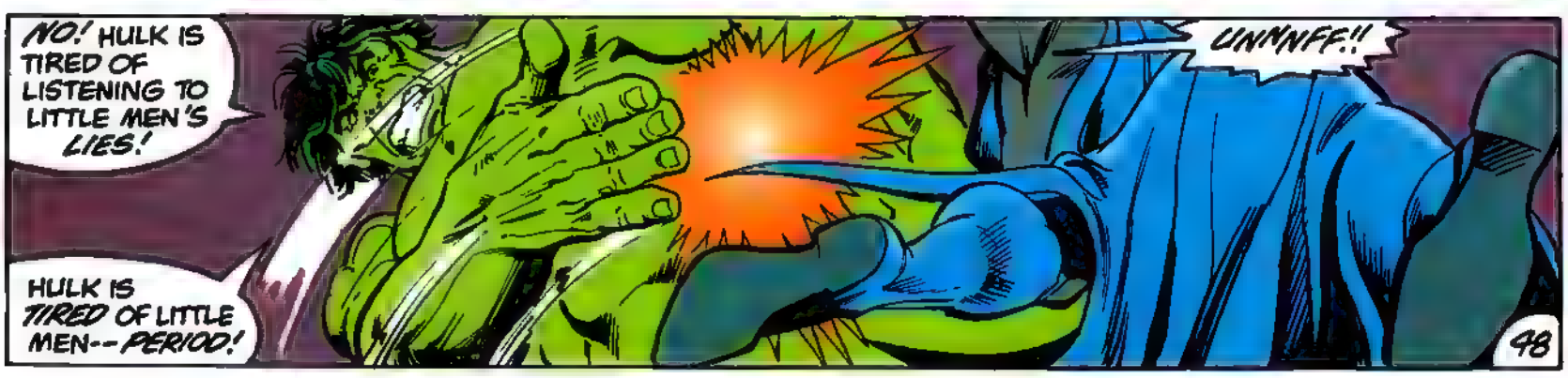
--WITHOUT SPLATTERING MYSELF ALL OVER THE WALLS!
HUH? POINTY-EARS FOLLOWED HULK--?!?
HULK WARNED YOU, POINTY-EARS! WHY DO PUNY HUMANS NEVER LISTEN?

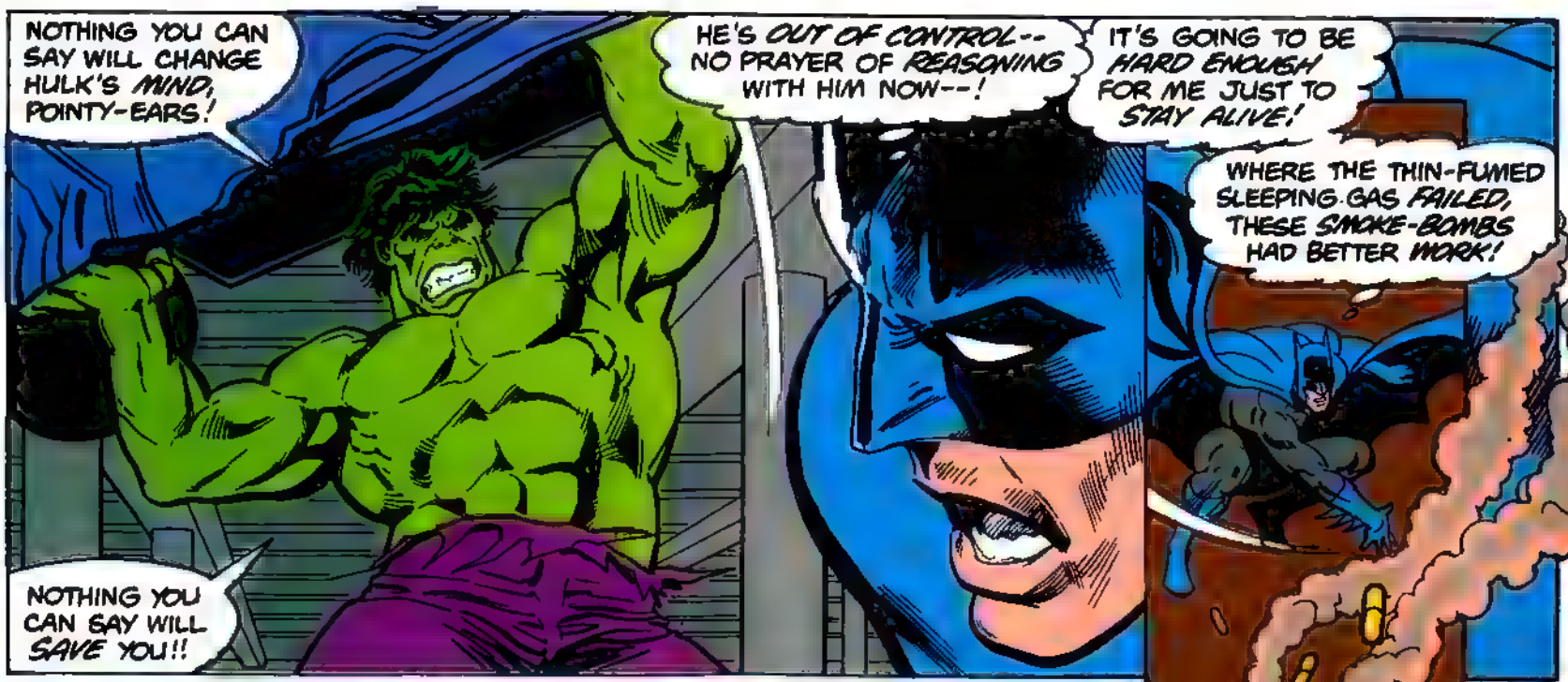
I TOLD YOU, HULK-- I HAVE NO CHOICE!
AND NO MORE TIME TO WASTE EITHER!
THIS SLEEPING GAS TOOK HIM OUT CLEANLY BEFORE--
FSSSSST
FSSSSST
BUT THIS TIME...
INCREDIBLE! HE BLEW THE GAS AWAY WITH A SINGLE PINWHEEL-WAVE OF HIS OVERSIZED ARM--!
BAH! POINTY-EARS WILL NOT TRICK HULK WITH STUPID GAS AGAIN!
AND POINTY-EARS WILL NOT KICK HULK AGAIN EITHER!
IF YOU LIKE TO FLY THROUGH THE AIR SO MUCH, POINTY-EARS--
--HULK WILL HELP YOU!!
THAT BRUTE'S INSTINCTUALLY SMARTER THAN HE SEEMS!
HE USED MY OWN MOMENTUM AGAINST ME!
HAVE TO ROLL WITH THE FLOW--
--SO I HIT THIS CONCRETE WALL WITH MY FEET INSTEAD OF MY SPINE!
47

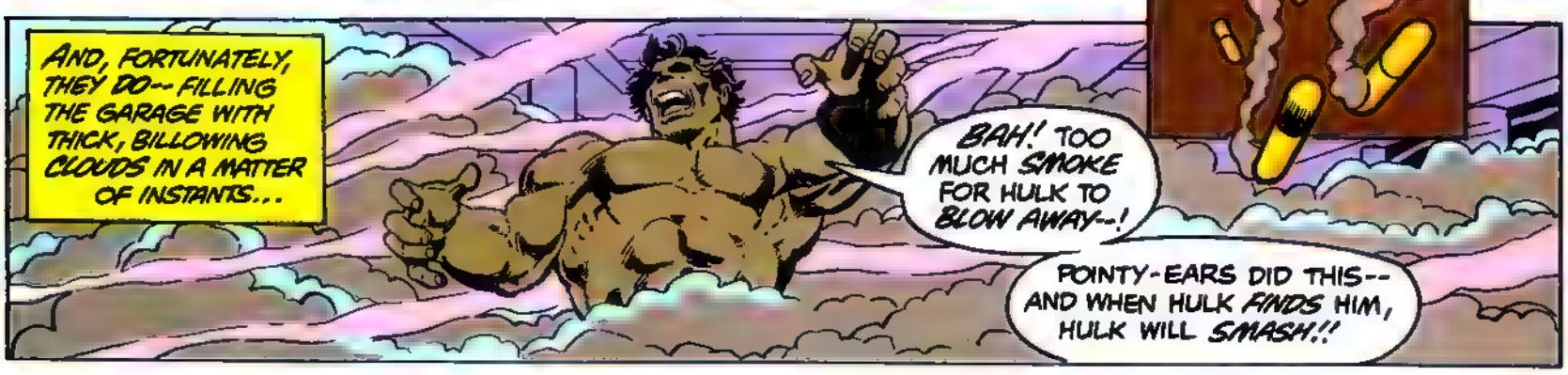

BUT WHAT DO I DO NOW?
IF I CAN'T OUTFIGHT HIM AND I CAN'T OUTSMART HIM, HOW AM I SUPPOSED TO DEFEAT HIM?
YOU WILL NOT ATTACK HULK AGAIN, POINTY-EARS!
THIS TIME HULK WILL CRUSH YOU ONCE AND FOR ALL!

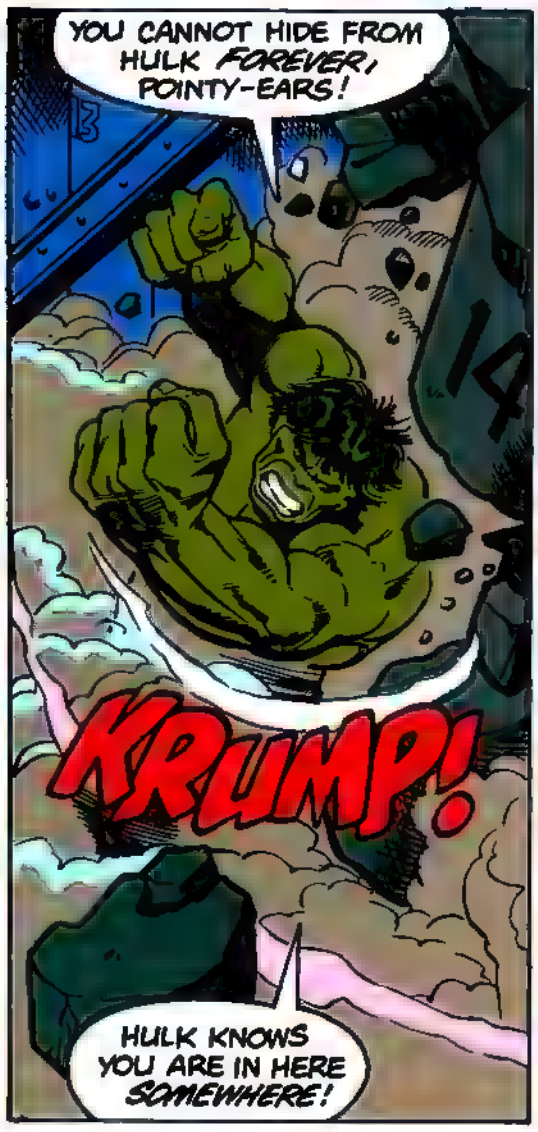
GOOD GOD, HE MEANS IT!
AND BACKED AGAINST THIS WALL, THERE'S NO WAY FOR ME TO AVOID THAT SEDAN!


ONLY ONE CHANCE TO SURVIVE THIS--!
RRAARRGGHH
IF I CAN'T GO AROUND THE CAR--
--I'LL JUST HAVE TO GO THROUGH IT!
SKRASH!
HUH?
DID IT! IN ONE WINDOW AND OUT THE OTHER--
--BUT I NEVER WANT TO CUT ANYTHING THAT CLOSE AGAIN!
NOW WILL YOU STOP TRYING TO SQUASH ME FOR A SECOND, HULK--
--AND LISTEN TO ME?

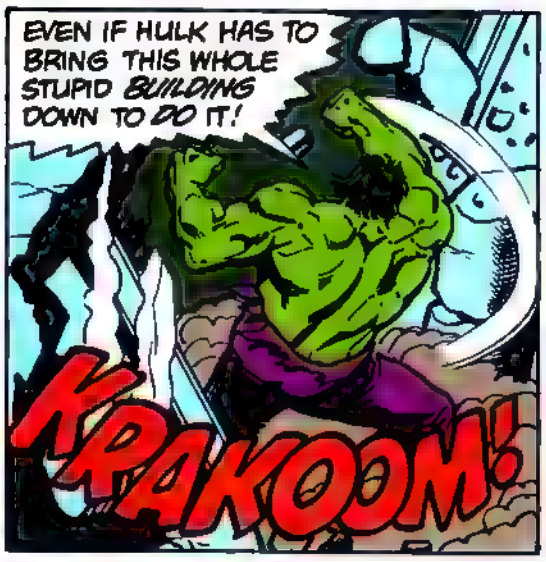

NO! HULK IS TIRED OF LISTENING TO LITTLE MEN'S LIES!
UNNNFF!!
HULK IS TIRED OF LITTLE MEN--PERIOD!

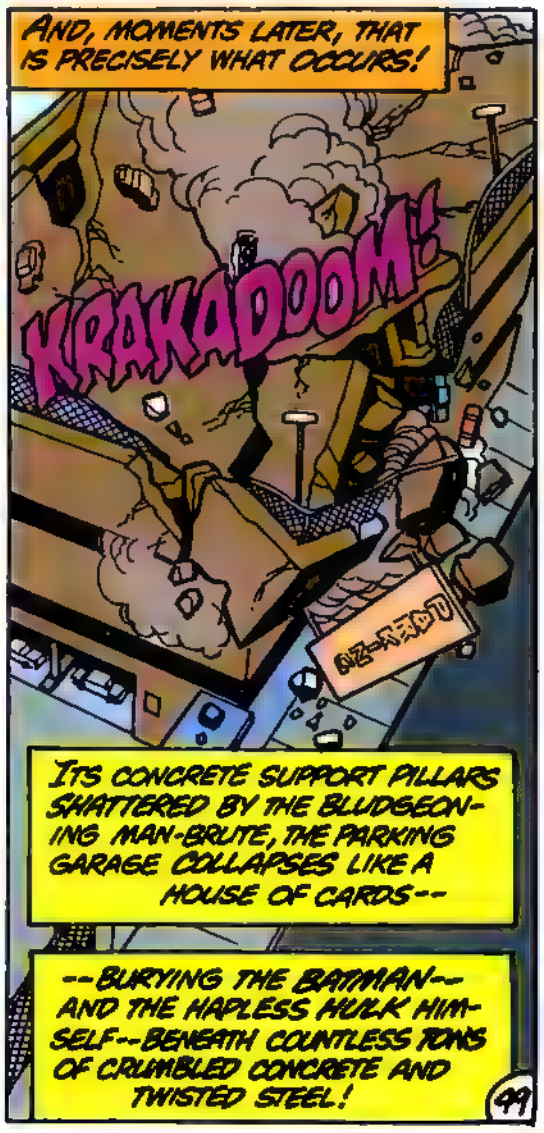

NOTHING YOU CAN SAY WILL CHANGE HULK'S MIND, POINTY-EARS!
HE'S OUT OF CONTROL-- NO PRAYER OF REASONING WITH HIM NOW--!
IT'S GOING TO BE HARD ENOUGH FOR ME JUST TO STAY ALIVE!
WHERE THE THIN-FUMED SLEEPING GAS FAILED, THESE SMOKE-BOMBS HAD BETTER WORK!
NOTHING YOU CAN SAY WILL SAVE YOU!!

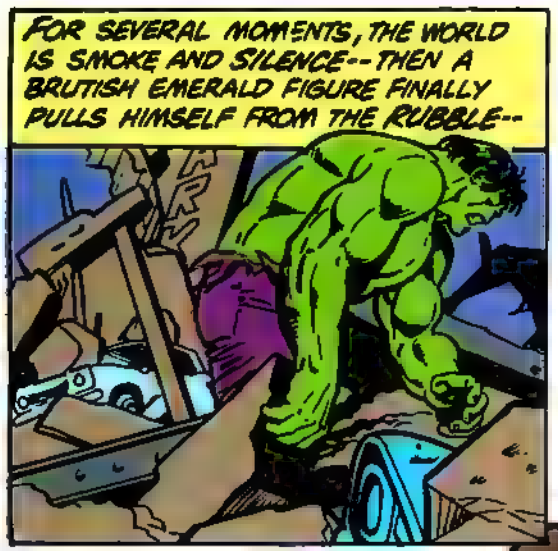

AND, FORTUNATELY, THEY DO-- FILLING THE GARAGE WITH THICK, BILLOWING CLOUDS IN A MATTER OF INSTANTS...
BAH! TOO MUCH SMOKE FOR HULK TO BLOW AWAY--!
POINTY-EARS DID THIS-- AND WHEN HULK FINDS HIM, HULK WILL SMASH!!


YOU CANNOT HIDE FROM HULK FOREVER, POINTY-EARS!
KRUMP!
HULK KNOWS YOU ARE IN HERE SOMEWHERE!

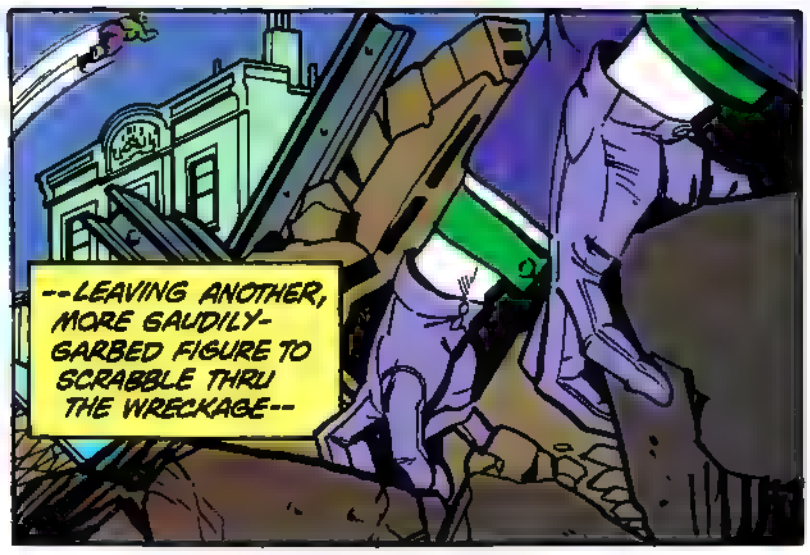
SOONER OR LATER HULK WILL FIND YOU, POINTY-EARS--
SKROOM
--AND, SOONER OR LATER, HULK WILL SMASH YOU!


EVEN IF HULK HAS TO BRING THIS WHOLE STUPID BUILDING DOWN TO DO IT!
KRAKOOM!

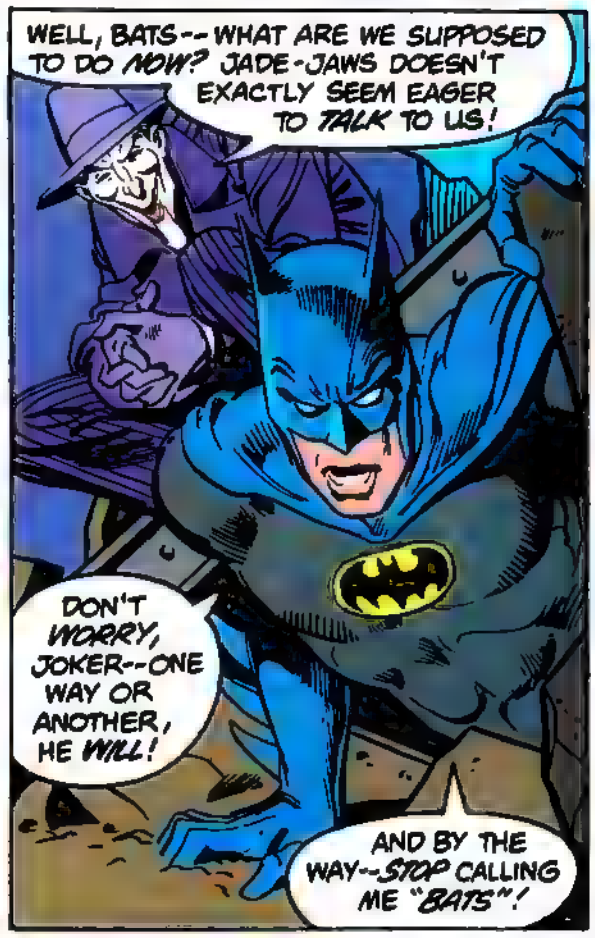

AND, MOMENTS LATER, THAT IS PRECISELY WHAT OCCURS!
KRAKADOOM!
ITS CONCRETE SUPPORT PILLARS SHATTERED BY THE BLUDGEONING MAN-BRUTE, THE PARKING GARAGE COLLAPSES LIKE A HOUSE OF CARDS--
--BURYING THE BATMAN-- AND THE HAPLESS HULK HIMSELF--BENEATH COUNTLESS TONS OF CRUMBLED CONCRETE AND TWISTED STEEL!
49


FOR SEVERAL MOMENTS, THE WORLD IS SMOKE AND SILENCE--THEN A BRUTISH EMERALD FIGURE FINALLY PULLS HIMSELF FROM THE RUBBLE--

--AND BOUNDS AWAY INTO THE DARK--


--LEAVING ANOTHER, MORE GAUDILY-GARBED FIGURE TO SCRABBLE THRU THE WRECKAGE--

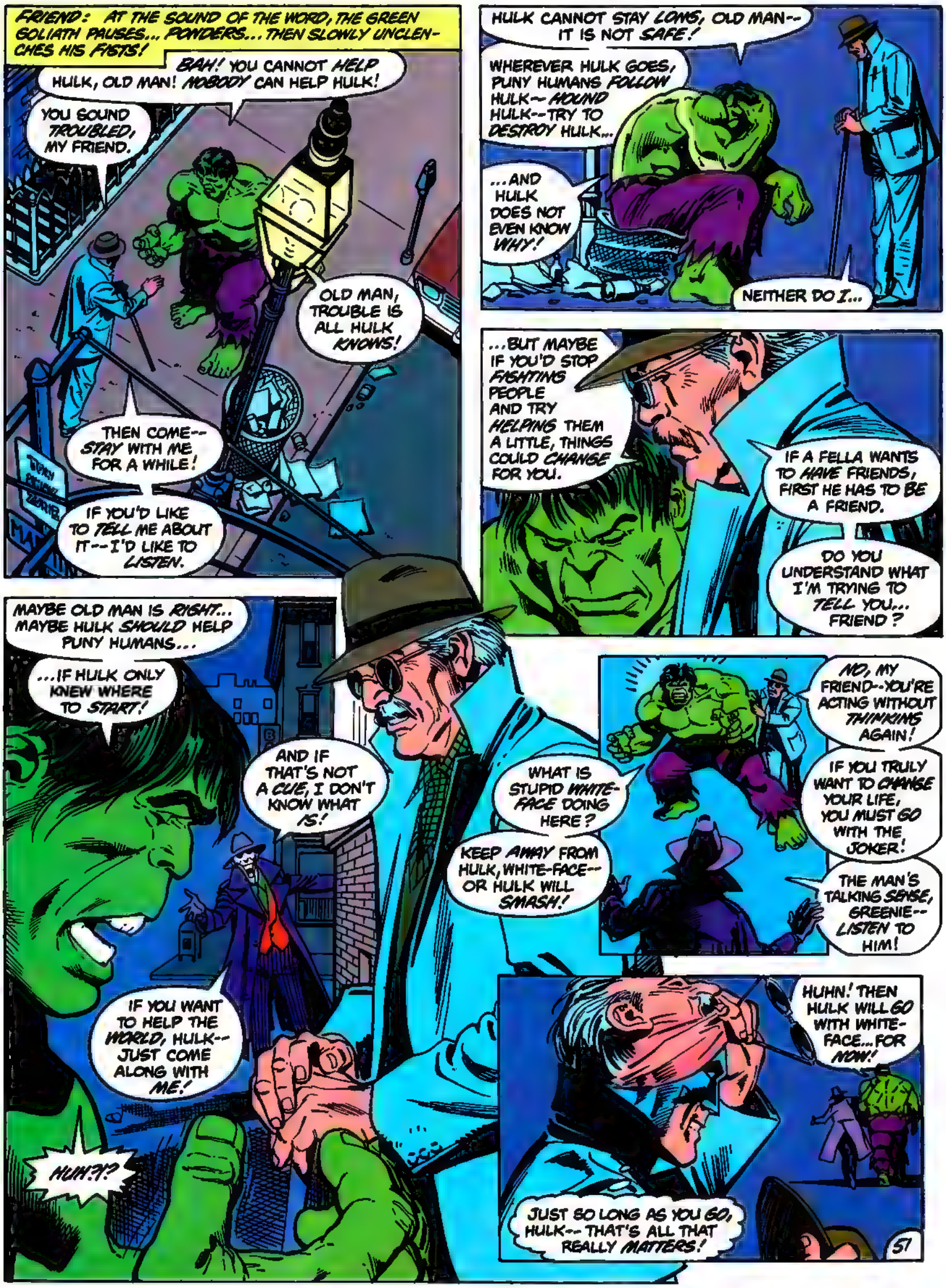
--NEVER DOUBTING FOR AN INSTANT THAT HE WILL FIND THE BATMAN HERE, ALIVE AND RELATIVELY UNHARMED...
SPARE ME THE HUMOR, JOKER! WHEN THE CEILING COLLAPSED, I THREW MYSELF UNDER THESE CROSS-BEAMS!
THEY ACTED AS A CANOPY OF SORTS TO PROTECT ME FROM THE REST OF THE RUBBLE!
YOU REALLY ARE A TOUGH ONE TO KILL, AREN'T YOU?
AND I SHOULD KNOW--I'VE TRIED OFTEN ENOUGH!

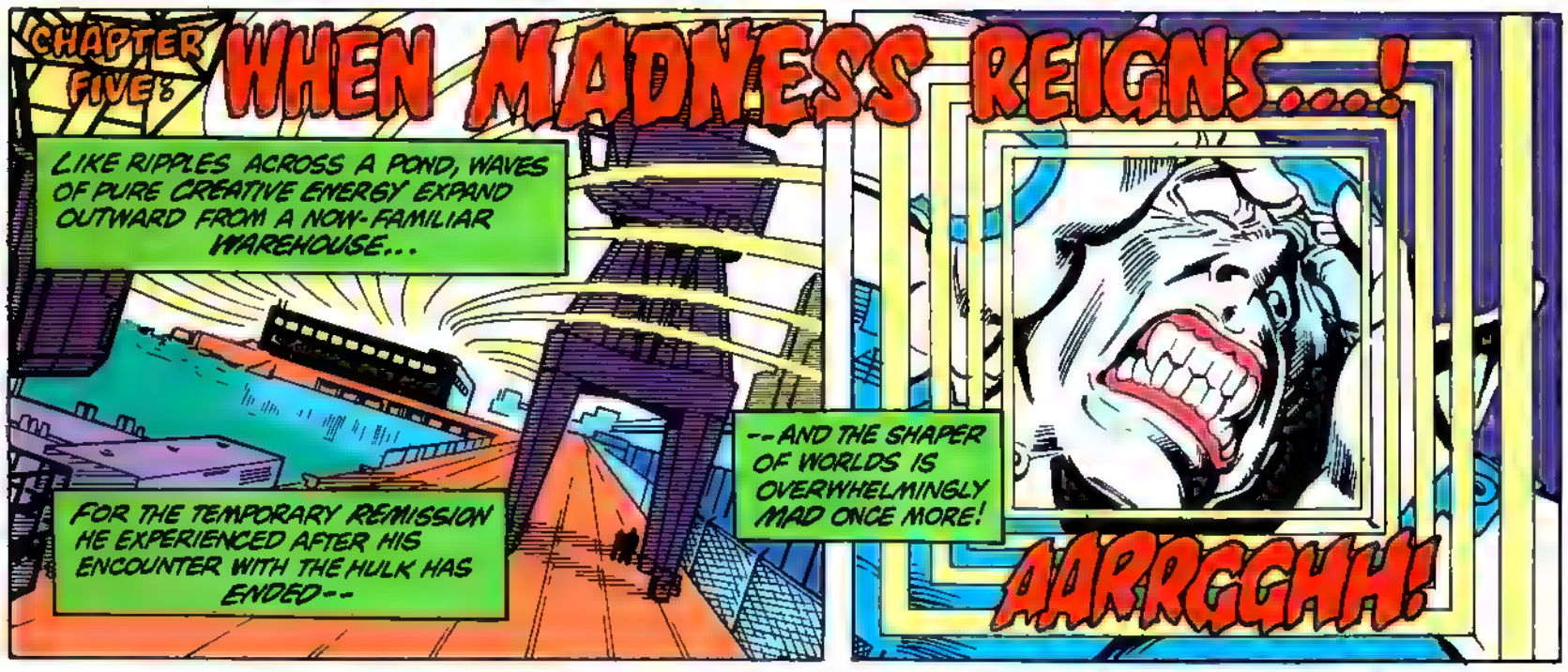

WELL, BATS--WHAT ARE WE SUPPOSED TO DO NOW? JADE-JAWS DOESN'T EXACTLY SEEM EAGER TO TALK TO US!
DON'T WORRY, JOKER--ONE WAY OR ANOTHER, HE WILL!
AND BY THE WAY--STOP CALLING ME "BATS"!

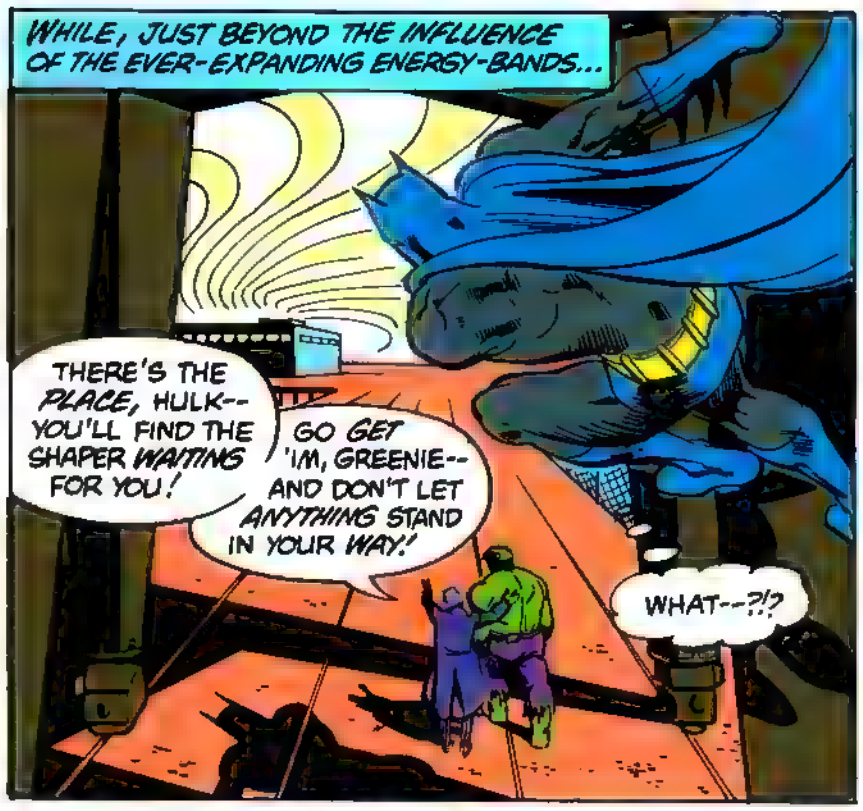
SOME TIME LATER, AS THE STILL-SEETHING MAN-BRUTE AIMLESSLY WANDERS THE DESERTED STREETS...
STUPID LITTLE MEN! HULK WOULD SMASH THEM ALL IF HULK COULD--
TRASH!
--BUT NO MATTER HOW MANY HULK SMASHES, THERE ARE ALWAYS MORE!

ALWAYS MORE...
...LIKE HIM!
NOW, LITTLE MAN--YOU DIE!

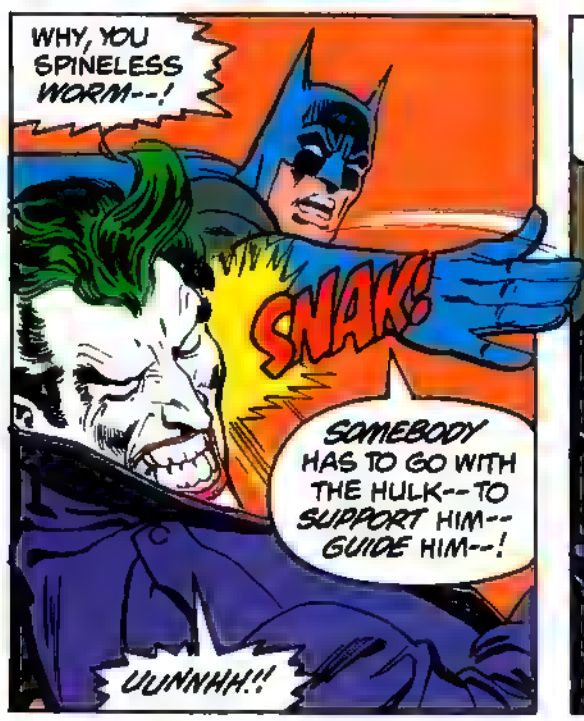
EH? IS SOMEBODY THERE IN THE DARKNESS?
IS THERE SOMETHING AN OLD BLIND MAN CAN DO TO HELP YOU, FRIEND?
50


FRIEND: AT THE SOUND OF THE WORD, THE GREEN GOLIATH PAUSES... PONDERS... THEN SLOWLY UNCLENCHES HIS FISTS!
BAH! YOU CANNOT HELP HULK, OLD MAN! NOBODY CAN HELP HULK!
YOU SOUND TROUBLED, MY FRIEND.
OLD MAN, TROUBLE IS ALL HULK KNOWS!
THEN COME-- STAY WITH ME FOR A WHILE!
IF YOU'D LIKE TO TELL ME ABOUT IT--I'D LIKE TO LISTEN.
HULK CANNOT STAY LONG, OLD MAN-- IT IS NOT SAFE!
WHEREVER HULK GOES, PUNY HUMANS FOLLOW HULK--HOUND HULK--TRY TO DESTROY HULK...
...AND HULK DOES NOT EVEN KNOW WHY!
NEITHER DO I...
...BUT MAYBE IF YOU'D STOP FIGHTING PEOPLE AND TRY HELPING THEM A LITTLE, THINGS COULD CHANGE FOR YOU.
IF A FELLA WANTS TO HAVE FRIENDS, FIRST HE HAS TO BE A FRIEND.
DO YOU UNDERSTAND WHAT I'M TRYING TO TELL YOU... FRIEND?
MAYBE OLD MAN IS RIGHT... MAYBE HULK SHOULD HELP PUNY HUMANS...
...IF HULK ONLY KNEW WHERE TO START!
AND IF THAT'S NOT A CUE, I DON'T KNOW WHAT IS!
WHAT IS STUPID WHITE-FACE DOING HERE?
KEEP AWAY FROM HULK, WHITE-FACE-- OR HULK WILL SMASH!
NO, MY FRIEND--YOU'RE ACTING WITHOUT THINKING AGAIN!
IF YOU TRULY WANT TO CHANGE YOUR LIFE, YOU MUST GO WITH THE JOKER!
THE MAN'S TALKING SENSE, GREENIE-- LISTEN TO HIM!
IF YOU WANT TO HELP THE WORLD, HULK-- JUST COME ALONG WITH ME!
HUH?!?
HUHN! THEN HULK WILL GO WITH WHITE-FACE...FOR NOW!
JUST SO LONG AS YOU GO, HULK-- THAT'S ALL THAT REALLY MATTERS!
51

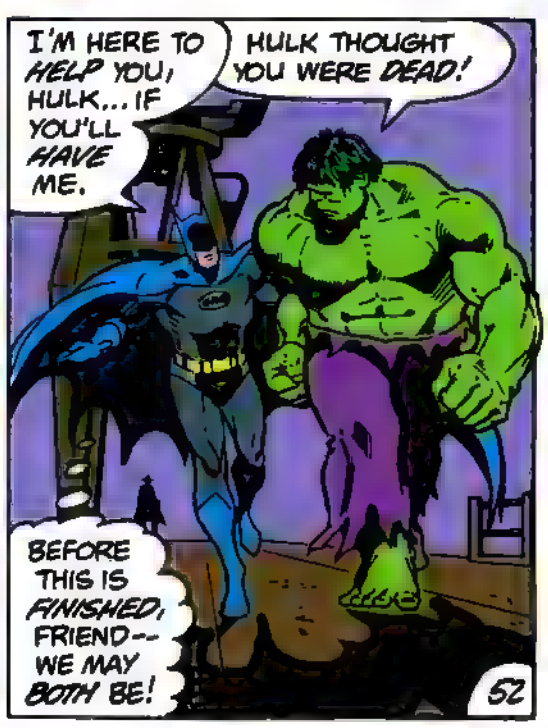

CHAPTER FIVE:
WHEN MADNESS REIGNS...!
LIKE RIPPLES ACROSS A POND, WAVES OF PURE CREATIVE ENERGY EXPAND OUTWARD FROM A NOW-FAMILIAR WAREHOUSE...
FOR THE TEMPORARY REMISSION HE EXPERIENCED AFTER HIS ENCOUNTER WITH THE HULK HAS ENDED--
--AND THE SHAPER OF WORLDS IS OVERWHELMINGLY MAD ONCE MORE!
AARRGGHH!


WHILE, JUST BEYOND THE INFLUENCE OF THE EVER-EXPANDING ENERGY-BANDS...
THERE'S THE PLACE, HULK-- YOU'LL FIND THE SHAPER WAITING FOR YOU!
GO GET 'IM, GREENIE-- AND DON'T LET ANYTHING STAND IN YOUR WAY!
WHAT--?!?

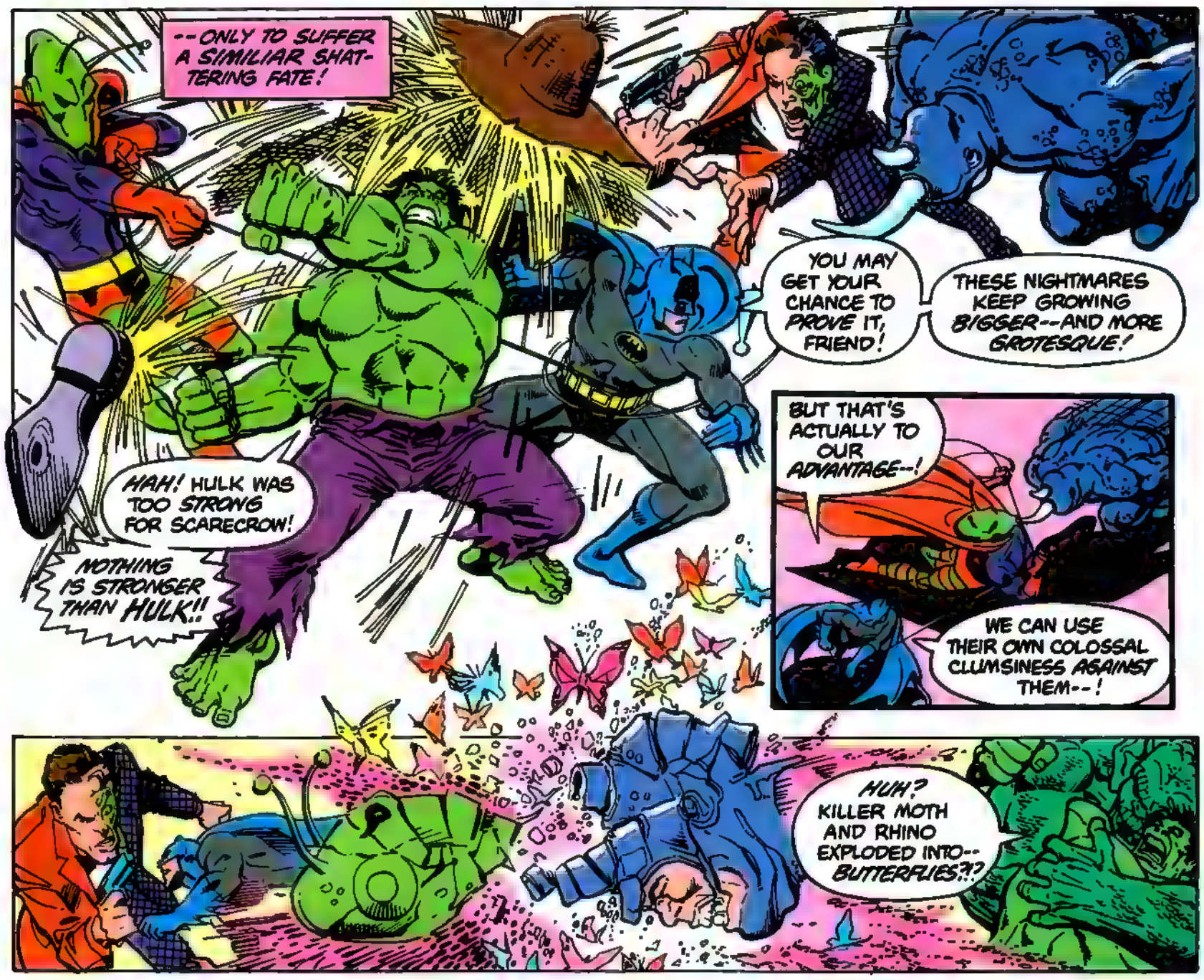
JOKER, WHAT ARE YOU DOING? YOU CAN'T LET THAT MINDLESS MONSTER CONFRONT THE SHAPER ALONE!
HEY, I MAY BE CRAZY, BATS--BUT I'M NOT SUICIDAL!
I'M NOT GOING ANYWHERE NEAR THAT WAREHOUSE UNTIL THIS IS OVER!

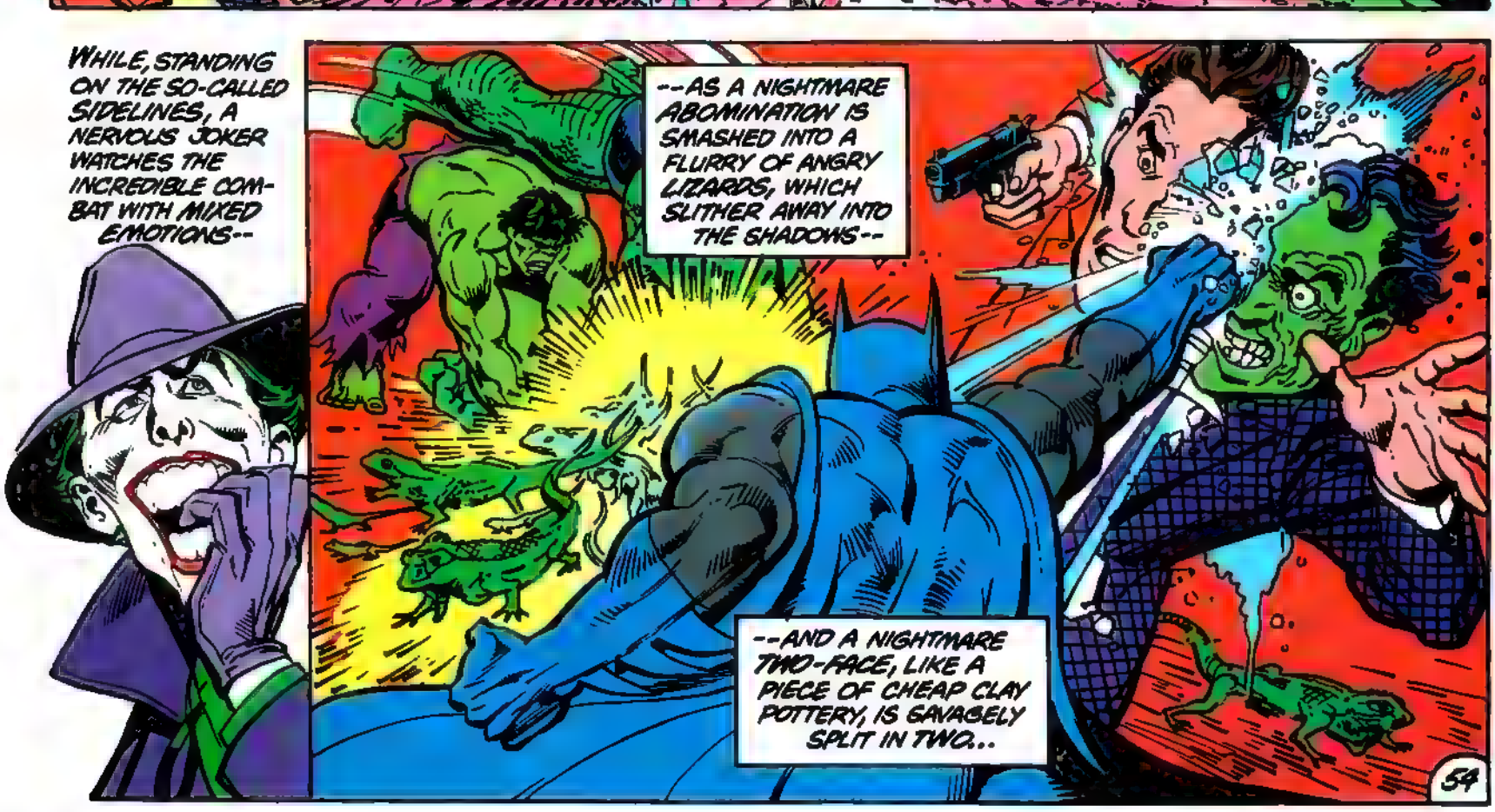

WHY, YOU SPINELESS WORM--!
SNAK!
SOMEBODY HAS TO GO WITH THE HULK--TO SUPPORT HIM-- GUIDE HIM--!
UUNNHH!!

WELL, BETTER YOU THAN ME, BATS-- BETTER YOU THAN ME!
HULK--WAIT! I'M COMING WITH YOU!
HUH? WHAT IS POINTY-EARS DOING HERE?

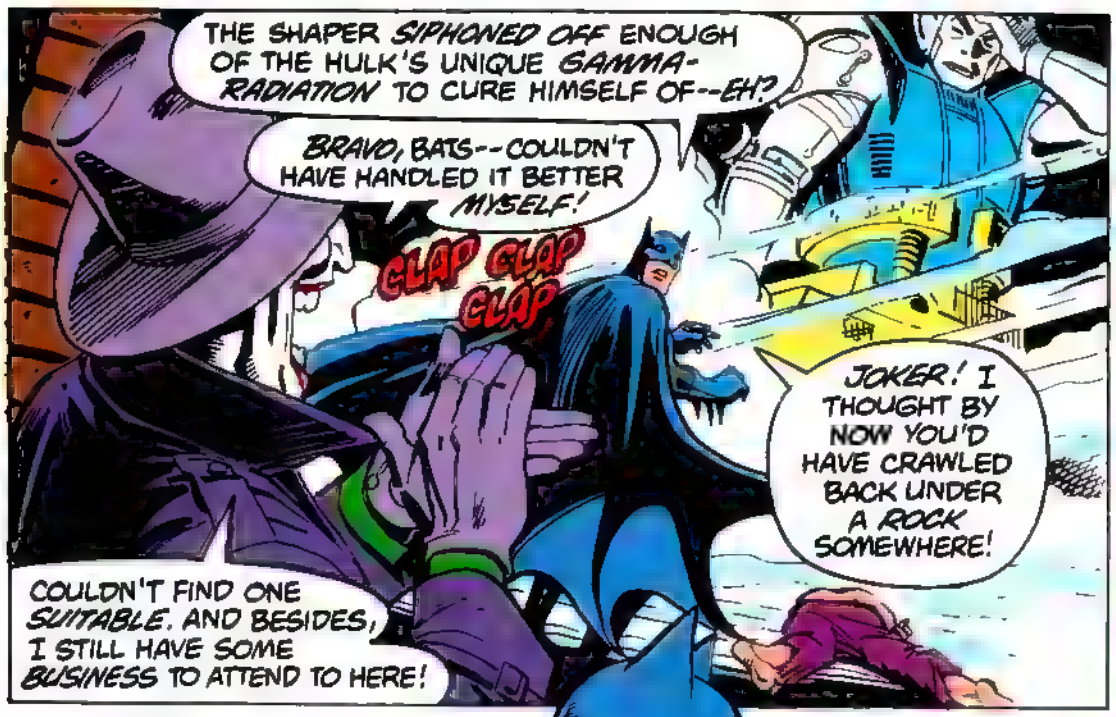

I'M HERE TO HELP YOU, HULK... IF YOU'LL HAVE ME.
HULK THOUGHT YOU WERE DEAD!
BEFORE THIS IS FINISHED, FRIEND-- WE MAY BOTH BE!
52

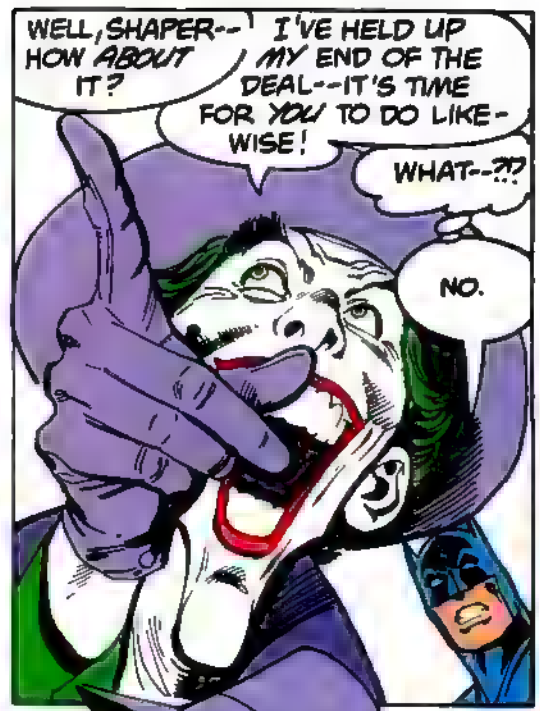
AND, AS IF IN RESPONSE TO THE DARK KNIGHT'S UNSPOKEN THOUGHT, THE AIR SUDDENLY SHUDDERS-- CONGEALS--
--AND MURDER COMES STRIDING OUT OF THE MIST!
HUH?!? IT IS HULK'S ENEMIES... RHINO...ABOMINATION... AND LEADER!
NOT TO MENTION MY OWN TWO-FACE... KILLER MOTH... AND SCARECROW!
BUT THEY CAN'T BE REAL-- ONLY MANIFESTATIONS OF OUR OWN MEMORIES!
BUT MEMORIES OR NOT, THEY CAN STILL KILL US-- IF WE LET THEM!
BAH! HULK HAS FOUGHT LEADER'S MURDER-MODULE BEFORE--
--AND WON!
I DON'T DOUBT THAT FOR AN INSTANT, HULK!
BUT THIS IS NO ORDINARY BATTLE WE'RE FIGHTING HERE--
--AND THESE LIVING NIGHTMARES OUTNUMBER US THREE-TO-ONE!
HEE HEE HEE
SPINDLY LEGS TANGLED, THE MURDER-MODULE AND ITS MONSTROUS MASTER TOPPLE HEAVILY, SHATTERING LIKE SO MUCH DELICATE CRYSTAL--
SKRASH!
--WHILE A CACKLING SCARECROW WRAPS HIS MISSHAPEN BURLAP FINGERS TIGHTLY ABOUT A THICK EMERALD THROAT--
53


--ONLY TO SUFFER A SIMILIAR SHATTERING FATE!
YOU MAY GET YOUR CHANCE TO PROVE IT, FRIEND!
THESE NIGHTMARES KEEP GROWING BIGGER--AND MORE GROTESQUE!
HAH! HULK WAS TOO STRONG FOR SCARECROW!
NOTHING IS STRONGER THAN HULK!!
BUT THAT'S ACTUALLY TO OUR ADVANTAGE--!
WE CAN USE THEIR OWN COLOSSAL CLUMSINESS AGAINST THEM--!
HUH? KILLER MOTH AND RHINO EXPLODED INTO--BUTTERFLIES?!?

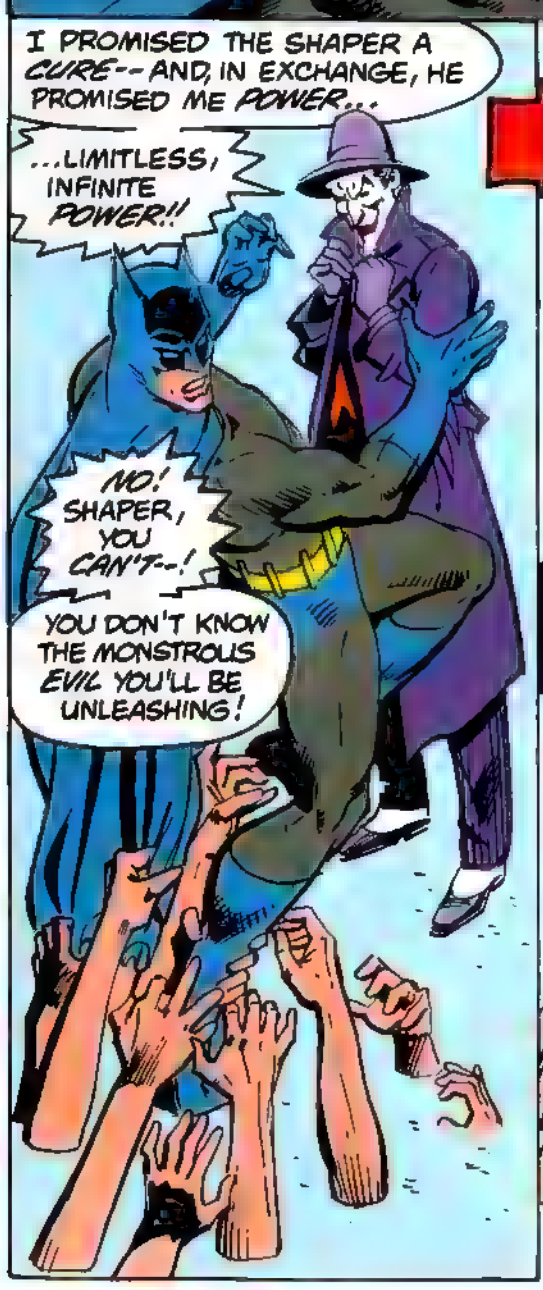

WHILE, STANDING ON THE SO-CALLED SIDELINES, A NERVOUS JOKER WATCHES THE INCREDIBLE COMBAT WITH MIXED EMOTIONS--
--AS A NIGHTMARE ABOMINATION IS SMASHED INTO A FLURRY OF ANGRY LIZARDS, WHICH SLITHER AWAY INTO THE SHADOWS--
--AND A NIGHTMARE TWO-FACE, LIKE A PIECE OF CHEAP CLAY POTTERY, IS GAVAGELY SPLIT IN TWO...
54

FOR A MOMENT, THE BATMAN AND THE HULK STAND BACK-TO-BACK, READY FOR WHATEVER MIGHT COME NEXT--
--AND WHEN NOTHING COMES, THEY CONTINUE THEIR DESPERATE RACE TO THE WAREHOUSE...
DOOR'S LOCKED! I'LL HAVE TO PICK IT!
BAH! PUNY DOOR WILL NOT KEEP OUT HULK!!
SKRUMP
PERHAPS NOT--BUT SOMETHING CERTAINLY STOPS THE MAN-BRUTE'S CHARGE...
HUH? HULK HAS BEEN THROWN BACK-- BY SOMETHING HULK CAN'T SEE!
I THINK I UNDERSTAND, HULK--
THE SHAPER IS RADIATING SO MUCH ENERGY, IT'S CREATED AN IMPENETRABLE BARRIER OF SOME SORT!
BARRIER IS STRONGER THAN HULK?
THAT'S IT! THAT'S THE SOLUTION!
IT CERTAINLY SEEMS THE BARRIER IS STRONGER, HULK!
NO! NOTHING IS STRONGER THAN HULK! NOTHING!!
HULK IS THE STRONGEST ONE THERE IS!!
WITH UN-IMAGINABLE FURY, THE HULK HAMMERS THE UNSEEN BARRIER--
--PIERCES IT--
--AND THE SHAPER SCREAMS IN AGONY AS THE WORLD EXPLODES INTO EMERALD BRILLIANCE ...
AND WHEN, AT LAST, THE GREEN LIGHT FADES, THE SHAPER OF WORLDS IS ONCE MORE SANE--
--AND THE RAMPAGING HULK IS ONCE MORE ROBERT BRUCE BANNER!
LOOKS LIKE IT'S FINALLY FINISHED!
55


THE SHAPER SIPHONED OFF ENOUGH OF THE HULK'S UNIQUE GAMMA-RADIATION TO CURE HIMSELF OF--EH?
BRAVO, BATS--COULDN'T HAVE HANDLED IT BETTER MYSELF!
CLAP CLAP CLAP
JOKER! I THOUGHT BY NOW YOU'D HAVE CRAWLED BACK UNDER A ROCK SOMEWHERE!
COULDN'T FIND ONE SUITABLE. AND BESIDES, I STILL HAVE SOME BUSINESS TO ATTEND TO HERE!


WELL, SHAPER--HOW ABOUT IT?
I'VE HELD UP MY END OF THE DEAL--IT'S TIME FOR YOU TO DO LIKE-WISE!
WHAT--?!?
NO.

I CAN IMAGINE WHAT'S ON YOUR TWISTED MIND, JOKER--BUT I WON'T ALLOW IT!
FRANKLY, OLD SPORT--THERE'S NO WAY YOU CAN STOP IT!

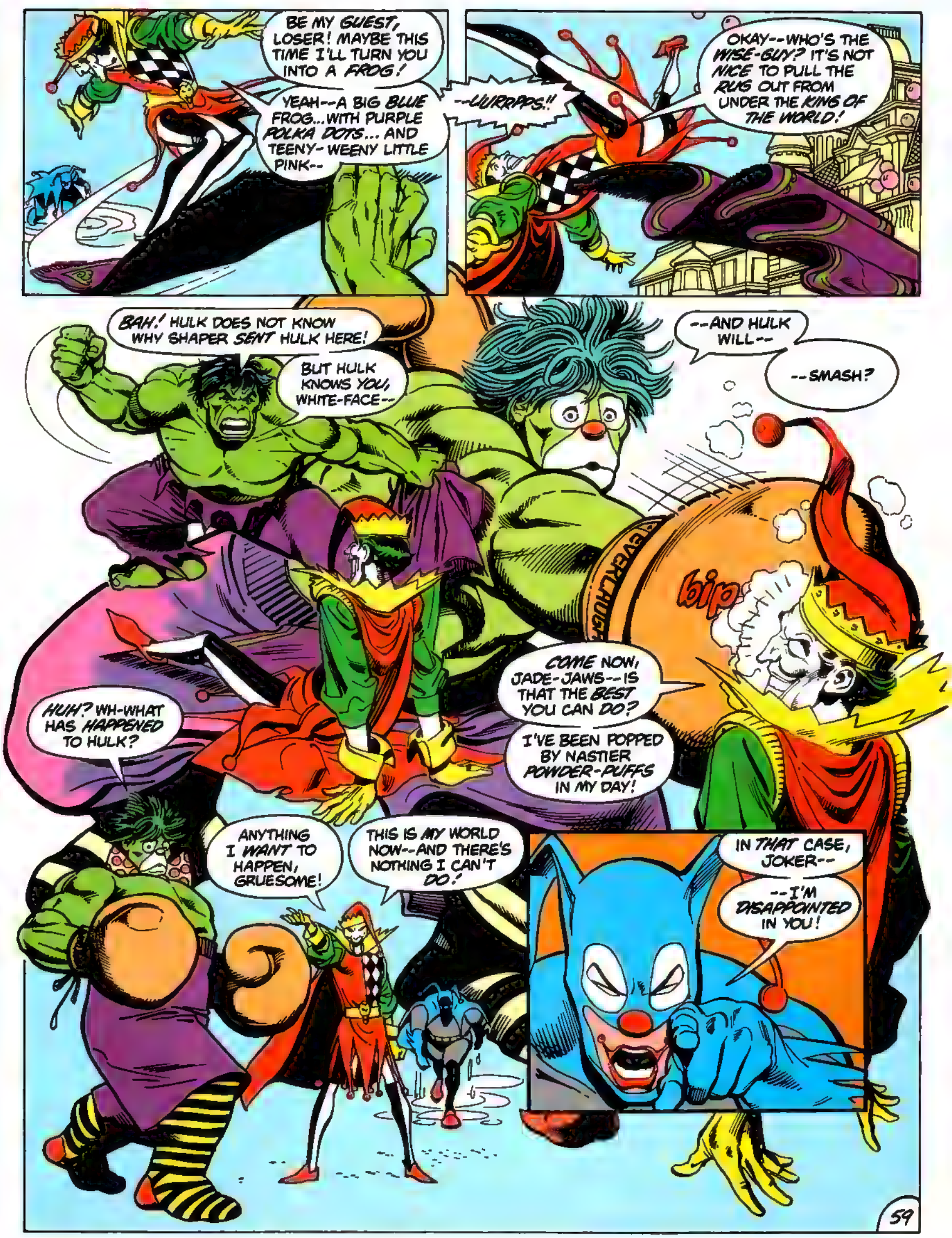

I PROMISED THE SHAPER A CURE--AND, IN EXCHANGE, HE PROMISED ME POWER...
...LIMITLESS, INFINITE POWER!!
NO! SHAPER, YOU CAN'T--!
YOU DON'T KNOW THE MONSTROUS EVIL YOU'LL BE UNLEASHING!

ON THE CONTRARY, EARTHMAN--I KNOW PRECISELY!
BUT A BARGAIN IS A BARGAIN!

WHATEVER THE JOKER NOW DREAMS, I SHALL MAKE LIVE!
SEE, BATS--I'M NO LONGER THE JOKER YOU ONCE KNEW!
FROM THIS MOMENT ON--I'M KING OF THE WORLD!!

NOW IF YOU'LL EXCUSE ME, I REALLY MUST FLY!
HAHAHA
I DO HAVE A PLANET TO RULE, YOU KNOW--
--A PLANET I INTEND TO RESHAPE IN MY OWN ADORABLE IMAGE!
NO! CAN'T LET THESE CRAZY HANDS HOLD ME--!
I'VE GOT TO STOP HIM SOMEHOW--BEFORE IT'S TOO LATE!
B-BATMAN-- WAIT! YOU C-CAN'T DO IT ALONE...!
SHAPER, WE'VE GOT TO GO AFTER HIM-- TRY TO HELP HIM!
THE JOKER CAN KILL BATMAN WITH JUST A THOUGHT!
WHETHER THE BATMAN LIVES OR DIES IS NONE OF MY CONCERN!
BUT IT MUST BE! YOU CAN'T SIMPLY STAND BY AND DO NOTHING!
THE BARGAIN HAS BEEN STRUCK-- IT MUST BE HONORED!
EVEN AT THE EXPENSE OF AN ENTIRE PLANET?
ARE YOU THAT INSENSITIVE-- THAT COLD-BLOODED?
YOU COULD TAKE BACK THE JOKER'S POWER IF YOU WANTED TO--
--BUT YOU'RE JUST LIKE ALL THE OTHERS... SELFISH, UNFEELING...
...AND FOR THAT-- HULK WILL SMASH!!
ROARING IN PROTEST, THE REBORN MAN-BRUTE HURLS HIMSELF AT THE SILENT SHAPER-- WHO STUDIES THE BEHEMOTH FOR AN INSTANT, AS IF WEIGHING THE WORTH OF HIS WORDS--
--AND THEN, IN THE BLINK OF AN EYE, SIMPLY SENDS THE HULK ELSEWHERE--
--FAR AWAY!

BACK IN GOTHAM CITY, MADNESS REIGNS!
REVELING IN HIS POWER, THE MAJESTIC JOKER HAS TRANSFORMED ITS PROUD TOWERS INTO SPIRES OF SPUN SUGAR AND CANDY CANES...
YET, SURPRISINGLY, ALL THE PEOPLE HERE ARE HAPPY--
--ALL, THAT IS, SAVE ONE!
OKAY, JOKER-- FUNTIME IS OVER!
ROOF!
IS IT, BATS?
WHAT--?!?
I'D SAY THE FUN'S ONLY BEGINNING!
SPLOSH!
INCREDIBLE! HE MERELY GLANCED AT ME--
--AND TURNED ME INTO A CLOWN?!
APPROPRIATE, WOULDN'T YOU SAY-- ALL THINGS CONSIDERED!
BETTER LICK THE MARSHMALLOW OFF YOUR STICKY FINGERS AND GO HOME!
FACE IT, FELLA-- AS OF NOW, YOU'RE OUT OF YOUR LEAGUE!
NO WAY, MANIAC! ONCE I GET FREE OF THIS GLOP, I'M GOING AFTER YOU!
58


BE MY GUEST, LOSER! MAYBE THIS TIME I'LL TURN YOU INTO A FROG!
YEAH--A BIG BLUE FROG...WITH PURPLE POLKA DOTS... AND TEENY-WEENY LITTLE PINK--
--UURRPPS!!
OKAY--WHO'S THE WISE-GUY? IT'S NOT NICE TO PULL THE RUG OUT FROM UNDER THE KING OF THE WORLD!
BAH! HULK DOES NOT KNOW WHY SHAPER SENT HULK HERE!
BUT HULK KNOWS YOU, WHITE-FACE--
--AND HULK WILL--
--SMASH?
bip
HUH? WH-WHAT HAS HAPPENED TO HULK?
COME NOW, JADE-JAWS--IS THAT THE BEST YOU CAN DO?
I'VE BEEN POPPED BY NASTIER POWDER-PUFFS IN MY DAY!
ANYTHING I WANT TO HAPPEN, GRUESOME!
THIS IS MY WORLD NOW--AND THERE'S NOTHING I CAN'T DO!
IN THAT CASE, JOKER--
--I'M DISAPPOINTED IN YOU!
59

WHY, BATMAN-- WHATEVER DO YOU MEAN?
COME ON, JOKER-- SURELY A MAN WITH YOUR BOUNDLESS IMAGINATION COULD HAVE COME UP WITH SOMETHING MORE INVENTIVE!
THIS WORLD OF YOURS LOOKS LIKE SOMETHING OUT OF "ALICE IN WONDERLAND"!
"ALICE IN WONDERLAND"?
WHAT AN ENCHANTING IDEA.
AND WITH THE JOKER, THE IDEA IS ALL HE NEEDS!
YOU'RE RIGHT, TWEEDLE-BATS-- THIS IS MUCH BETTER!
OFF WITH THEIR HEADS!
HUH?
BAH! STUPID CARD-MEN! IT IS NOT SMART TO THREATEN HULK!
THIS IS SILLY, JOKER!
AREN'T YOU A LITTLE TOO OLD TO BELIEVE IN FAIRY TALES?
60

I GAVE YOU CREDIT FOR BEING MORE OF AN ARTIST!
OH--SO IT'S ART YOU WANT NOW, IS IT?
HOW ABOUT SOMETHING LIKE THIS?
THIS ISN'T ART, JOKER--
--THIS IS MADNESS!
WRONG-A-ROO, BATS OL' BOY!
HAHAHAHA
THIS IS MADNESS!
WHAT--?! HE'S TURNED THE WHOLE WORLD UPSIDE-DOWN!
FIX IT, WHITE-FACE--NOW!
FIX IT--OR HULK WILL SMASH!!
61

TOO MUCH FOR YOUR DELICATE STOMACHS, BOYS?
THEN PERHAPS YOU'D PREFER ART AGAIN--
--THE ART OF A GENIUS!
HUH? WHAT HAS WHITE-FACE DONE TO HULK NOW?
BEING OMNIPOTENT DOES HAVE ITS LITTLE ADVANTAGES!
ANYTHING MY MIND CAN CONCEIVE BECOMES INSTANT REALITY!
ANYTHING, JOKER!
THEN PROVE IT!
WITH PLEASURE, SMARTY-PANTS!
BUT WHERE DO I BEGIN?
AND WITH THAT, THE CRIME CLOWN OPENS THE FLOODGATES OF HIS MIND--TRYING ONE REALITY AFTER ANOTHER--TWISTING AND CHANGING THE WORLD AT HIS WHIM--
--STRAINING HIS IMAGINATION HARDER--
--AND HARDER--
62

--UNTIL THE STRAIN BECOMES MORE THAN EVEN A MAD-MAN CAN ENDURE!

ENOUGH, ALREADY! ENOUGH!!

SO MANY OPTIONS... SO MANY POSSIBILITIES...

AND WITHOUT THE DREAM, THERE IS NO POWER--

POW!

I NEVER DREAMED IT WOULD BE LIKE THIS!

--AND WITHOUT THE POWER, THE DREAMER SWIFTLY FALLS!

THE JOKER LAPSES INTO BLISSFUL UNCONSCIOUS-NESS--

--AND ALL IS RIGHT WITH THE WORLD ONCE MORE--

--OR AT LEAST AS CLOSE AS IT EVER GETS!

BAH! STUPID WHITE-FACE THOUGHT HE COULD BEAT HULK!

BUT HE WAS WRONG, MY BIG GREEN FRIEND!

WHEN IT CAME RIGHT DOWN TO IT, THE JOKER COULDN'T EVEN BEAT HIMSELF!

AND IN AN ISOLATED WATERFRONT WAREHOUSE, A TOWERING ALIEN FIGURE NODS HIS AWESOME HEAD, AS IF IN MUTE AGREEMENT--

--THEN SPEAKS, IN A VOICE LIKE DISTANT THUNDER...

IT IS OVER. THE BARGAIN HAS BEEN FULFILLED!

THUS, I TAKE MY LEAVE OF THIS PRIMITIVE WORLD!

FOR THERE ARE OTHER PLANETS... OTHER DREAMS...

... AND FOR THE SHAPER OF WORLDS, THE DREAM IS THE ONLY REALITY!

IN AN INSTANT, HE IS GONE, FADING INTO THE INFINITE VASTNESS LIKE A WISP OF SMOKE--

...OR SOMEONE'S RANDOM DREAM...

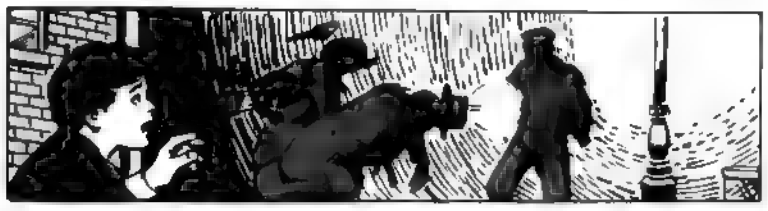
63

EPILOGUE:
RECLINING MAJESTICALLY, THE JOKER SITS UPON HIS GROTESQUE THRONE, ONCE MORE OMNIPOTENT, ONCE MORE KING OF THE WORLD...
EVERYTHING HE COULD POSSIBLY DESIRE IS HIS AT LAST--
--EVEN IF ONLY IN HIS DEMENTED IMAGINATION!
THE DOCTORS HAVE ABSOLUTELY NO IDEA HOW LONG HE'LL BE LIKE THAT!
FOR HIS SAKE, COMMISSIONER GORDON--I HOPE IT'S FOR THE REST OF HIS LIFE!
I AGREE, BRUCE--AT LEAST NOW HIS DREAM IS A HAPPY ONE!
AND SPEAKING OF DREAMS, WHAT ABOUT THIS SHAPER CHARACTER YOU MENTIONED?
NOWE--NOT EVEN A TRACE OF HIS WAREHOUSE!
IT SIMPLY CEASED TO EXIST AFTER THE SHAPER DEPARTED!
ANY SIGN OF HIM?
THEN OUR ONLY PROBLEM NOW IS WHAT TO DO ABOUT YOU, DOCTOR BAN--EH?
YES... I KNOW.
HE'S GONE.
BETTER GET OUT AN A.P.B. ON HIM RIGHT--
NO, JIM--LET HIM GO.
WE OWE HIM THAT MUCH AT LEAST--A CHANCE TO SOMEDAY FIND WHATEVER IT IS HE'S LOOKING FOR!
YOU KNOW, OLD FRIEND--WE'RE LUCKY IN A WAY. AT LEAST WE HAVE OUR DREAMS!
BUT ALL BRUCE BANNER WILL EVER KNOW IS A LIVING NIGHTMARE!
THE END--FOR NOW!
64

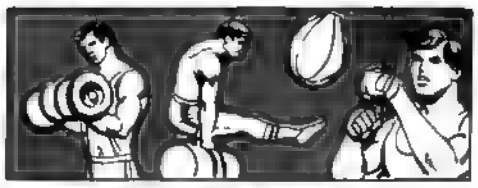
THE ORIGIN OF BATMAN®

CREATED BY BOB KANE

WHEN YOUNG *BRUCE WAYNE* SAW HIS PARENTS *MURDERED* BEFORE HIS EYES, HE VOWED TO SPEND HIS LIFE MAKING WAR ON *ALL CRIMINALS*...



TO THIS END, HE PUSHED HIMSELF TO THE VERY LIMITS OF HUMAN *ENDURANCE*, TRAINING HIS *BODY* TO PHYSICAL *PERFECTION*--



--*AND* HONING HIS *MIND* TO RAZOR SHARPNESS, BECOMING A TOP *CRIMINOLOGIST* AND A MASTER OF *DEDUCTIVE REASONING*...

HE DEVOTED HIMSELF TO THE ART OF *DISGUISE*, UNTIL HE WAS VIRTUALLY A HUMAN *CHAMELEON* WHO COULD ASSUME A THOUSAND DIFFERENT *FACES*--

--*AND* HE DEVELOPED A UNIQUE *UTILITY BELT*, STOCKING IT WITH THE VARIOUS *WEAPONS* HE WOULD NEED TO AID HIM IN HIS NOBLE CRUSADE...

NOW, BY DAY, HE *POSES* AS A MILLIONAIRE PLAYBOY-PHILANTHROPIST, CHAIRMAN OF THE PRESTIGEOUS *WAYNE FOUNDATION*--

--*WHILE*, BY NIGHT, HE IS TRANSFORMED INTO A WEIRD FIGURE OF THE *SHADOWS*... A DARK AVENGER OF *EVIL*...

BATMAN®

THE ORIGIN OF THE INCREDIBLE HULK®

CREATED BY STAN LEE & JACK KIRBY

WHEN DR. ROBERT BRUCE BANNER ATTEMPTED TO RESCUE A RECKLESS TEENAGER WHO HAD WANDERED ONTO THE TEST SITE OF THE TOP-SECRET *GAMMA-BOMB*--

--*HE* INSTEAD BECAME A *VICTIM* OF HIS OWN *CREATION*, BATHED IN UNIMAGINABLE *ENERGIES* AS THE GAMMA-BOMB *EXPLODED!*

NOW, IN TIMES OF *STRESS*, WHEN HIS PULSE QUICKENS AND HIS HEART POUNDS, THE RUSH OF *ADRENALIN* TRIGGERS A BIZARRE *TRANSFORMATION*--

--*TURNING* THE FRAIL BUT BRILLIANT *PHYSICIST* INTO SEVEN FEET, ONE THOUSAND POUNDS OF RAGING PRIMORDIAL *FURY*--

--*A* MONSTROUS *MAN-BRUTE* POSSESSED OF SEEMINGLY-LIMITLESS *POWER*--FOR THE *MADDER* HE GETS, THE *STRONGER* HE GETS...

AND YET, THIS BRUTISH EXTERIOR HIDES A BEFOGGED MIND OF CHILDISH *SIMPLICITY*, A SPIRIT WHICH SEEKS ONLY TO BE LEFT IN *PEACE*...

THIS, THEN, IS BRUCE BANNER'S *CURSE*--FORCED TO SHARE HIS LIFE WITH THE *MIGHTIEST MONSTER* ON THE FACE OF THE EARTH...

THE INCREDIBLE HULK®

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#1
MARVEL® AND DC® PRESENT™
THE UNCANNY
X-MEN
THE NEW TEEN
TITANS
AND austin

Intro by Chris Claremont

So there we were, Weezie (Louise Simonson) and I, sitting in her back corner office at the end of Editor's Row in what was then Marvel's fairly brand-spanking new Park Avenue South offices, mulling over this new project we were embarking on — an intercompany crossover between Marvel's X-MEN and DC's NEW TEEN TITANS.

And I'm doing what I love to do, which is spin yarns for my editors. Find a perch in their offices, more often than not after a delightful lunch which puts everybody in a more receptive frame of mind, and expound excitedly on my latest sequence of ideas.

For me, stories often start with a visual image, a core element from which the rest of the tale organically grows. In this instance, I knew from the start what it would be: the vastness of the celestial stage, at the End of Everything, so far from what we consider space that what appear to be stars scattered few and very far between overhead are in reality whole galaxies. In the heart of that Darkness flares a light — but "flare" is a weak word for a moment that should rival the first primordial spark that ignited the first star to blaze in the Heavens when the Universe was born — a light that coheres into human form, a creature of terrible beauty, an Archangel made flesh, who demands imperiously: "Who summons Dark Phoenix?" To be answered, attitude for attitude, by a giant of a being who considers himself her match in every respect: "I...Darkseid!"

At which point, none other than Walter Simonson — Weezie's husband and one of the premier storytellers (as writer and artist) in the field — pokes his bearded visage through her doorway and asks, cheerfully, "Did somebody mention Darkseid?" "Yeah," I said, "X-Men, Teen Titans, Dark Phoenix, Darkseid, New Gods, the possible end of the Universe." And he sort of said, "Need an artist?" And we were off and running with a concept and a creative team. Now all we had to do was hammer it into shape as a story.

Which we did, over a couple of marathon all-night plotting sessions at Walt and Weezie's house, putting all the pieces in play, seeing how they'd fit — first together as a coherent story and then (a far more difficult undertaking) into a required number of pages. I still have the plot notes, I still remember those as two of the more pleasurable nights of my professional life.

That embodies the creative process at its best. Having an idea, shaping it, in collaboration. Each participant building on the work of the person who's gone before, yielding aspects of their own desires as the other collaborator will in return, all to create the best possible story all are capable of. And having a rollicking good time in the process.

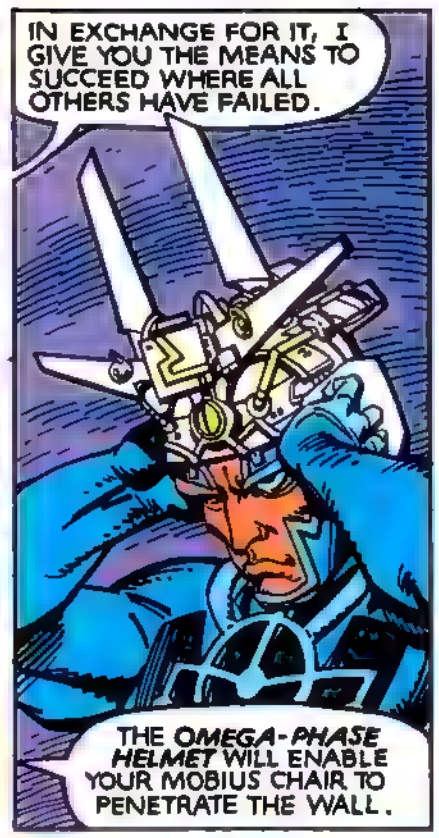
Doesn't happen often. But when it did — thankfully still does — the end results make up for a whole lot of grief. That our story was good was an achievement unto itself. That it remains so a decade or more after the fact is something to be proud of.

We had fun creating it; we hope you enjoy reading it — and maybe, somewhere, somewhen, come back for more.

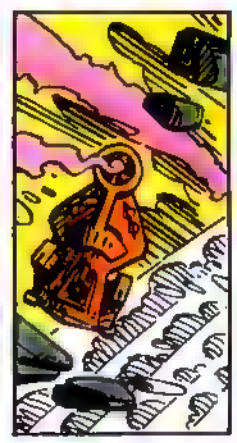
Breakup... A New
LOOK ABOUT YOU, METRON. BEHOLD THE *PROMETHEAN GIANTS*-- A RACE AS GREAT, INTELLECTS AS POWERFUL, AS OUR OWN. THEY TRIED TO BREACH THE *WALL*.
FOR THEIR ULTIMATE FOLLY, THEY PAID THE ULTIMATE PRICE.
YET *YOU* WOULD FOLLOW IN THEIR FOOTSTEPS.

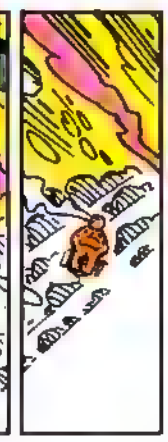
I HAVE SEEN ALL THERE IS TO SEE, LEARNED ALL THERE IS TO LEARN. ONE MYSTERY REMAINS--WHAT LIES HIDDEN BEYOND THE WALL. DENIED THAT ANSWER, MY LIFE HAS NEITHER MEANING NOR PURPOSE.
TAKE CARE, METRON. PERHAPS THERE ARE THINGS EVEN GODS ARE NOT MEANT TO KNOW.

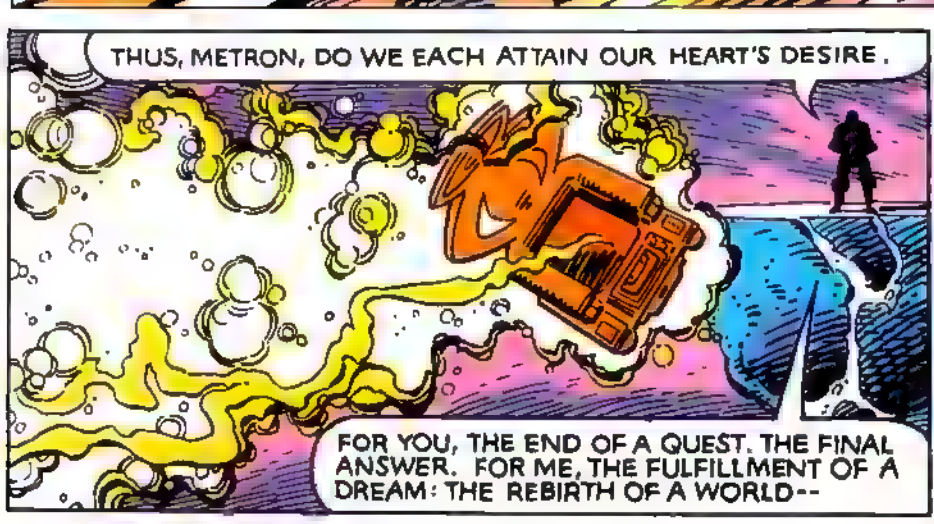
DO NOT MOCK ME WITH FALSE CONCERN. YOU CARE NOTHING FOR ME...
...ONLY FOR MY PSYCHON-WAVE.
TRUE.

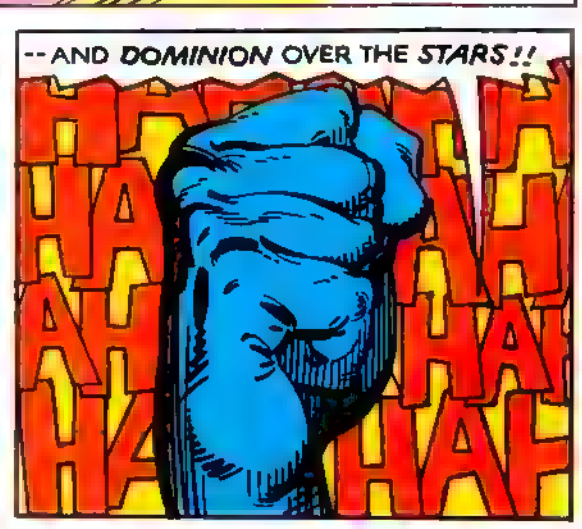

IN EXCHANGE FOR IT, I GIVE YOU THE MEANS TO SUCCEED WHERE ALL OTHERS HAVE FAILED.
THE OMEGA-PHASE HELMET WILL ENABLE YOUR MOBIUS CHAIR TO PENETRATE THE WALL.

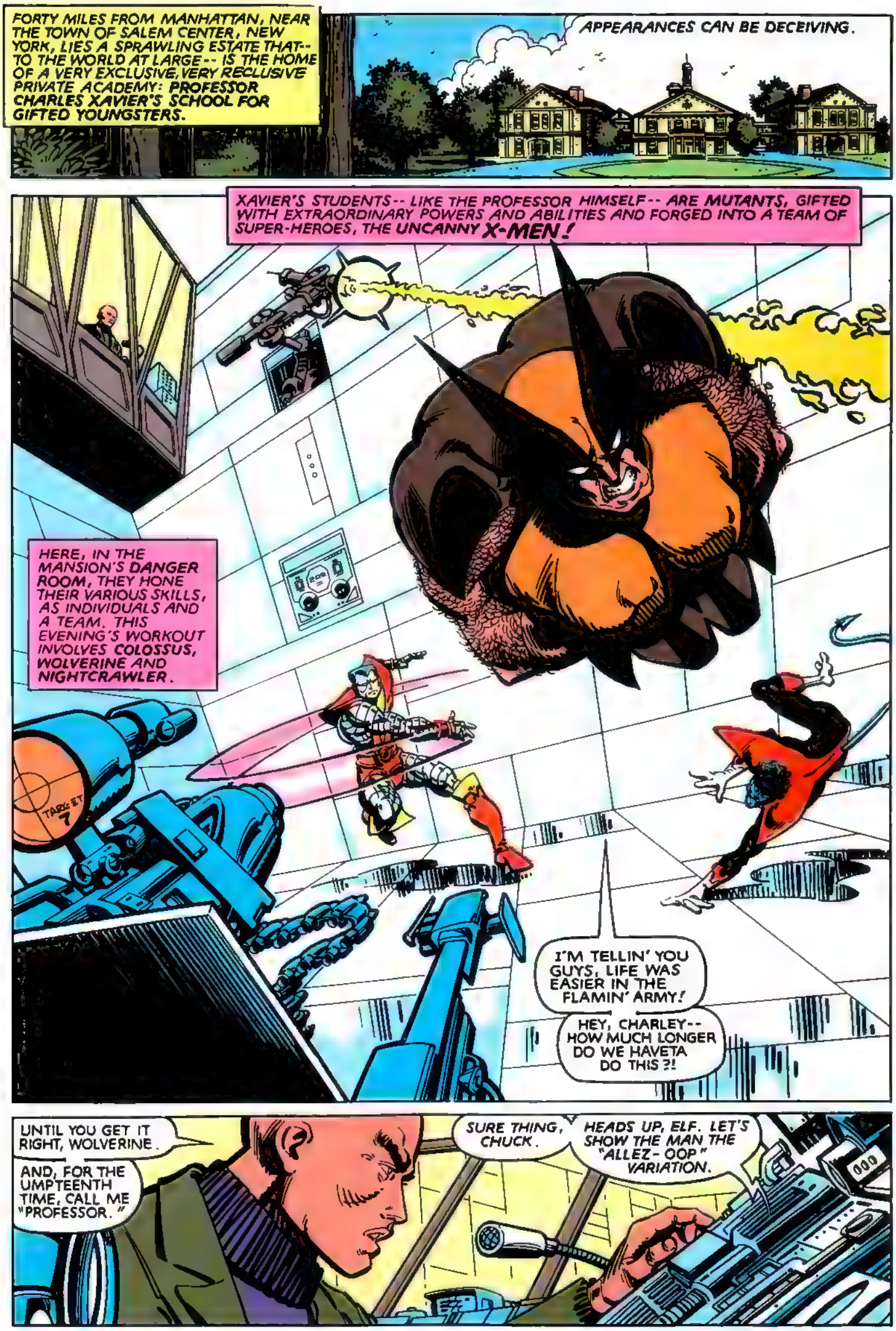
AT LEAST, THAT IS THE THEORY. MY SCIENTISTS WERE... UNDERSTANDABLY RELUCTANT TO TEST IT.
FAREWELL, METRON. GOOD LUCK.

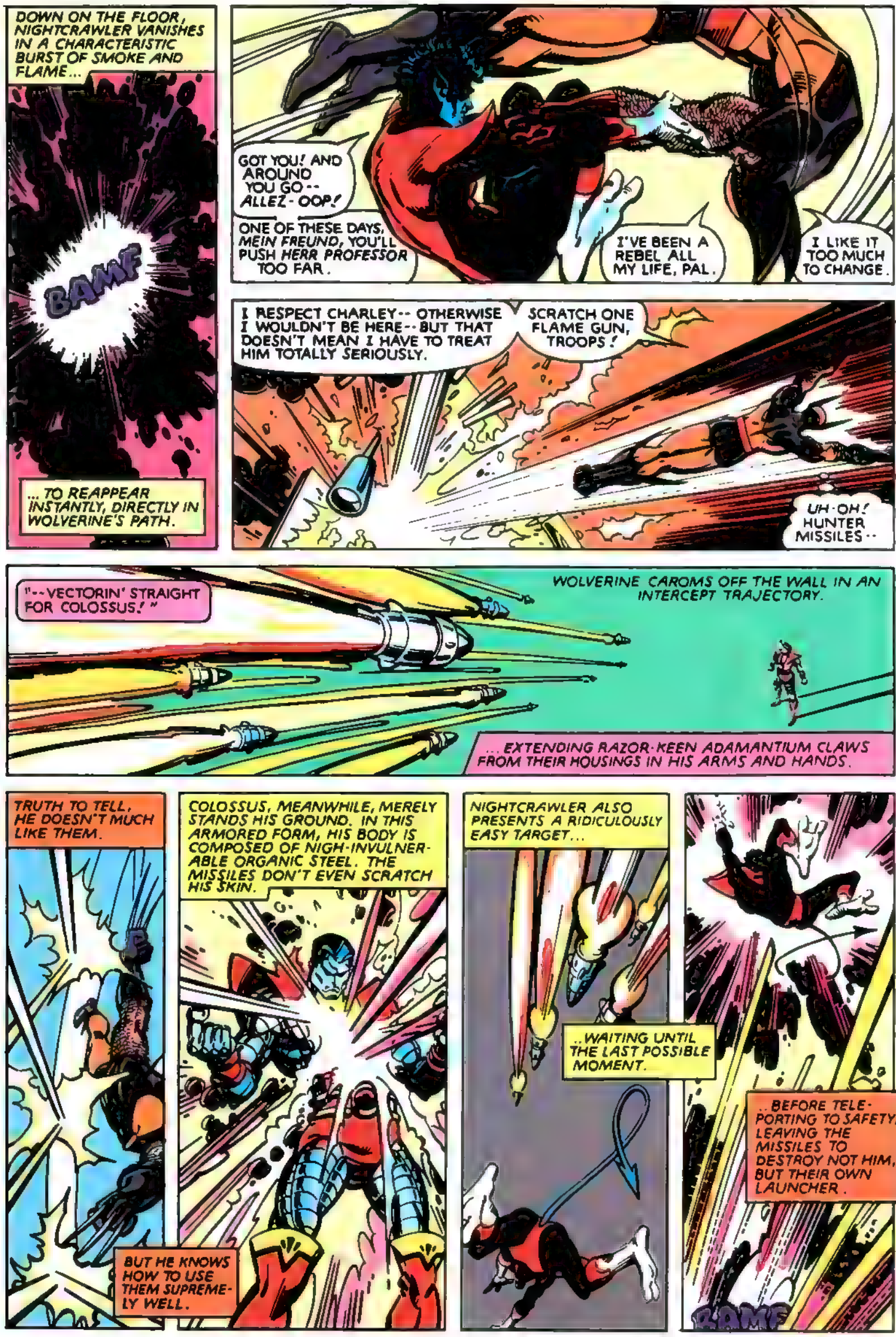


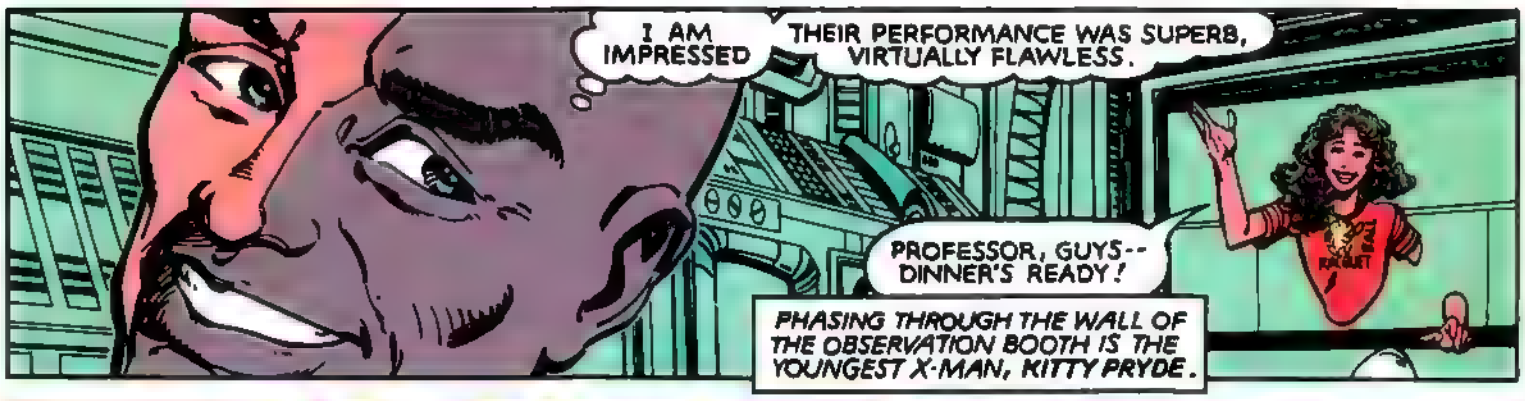


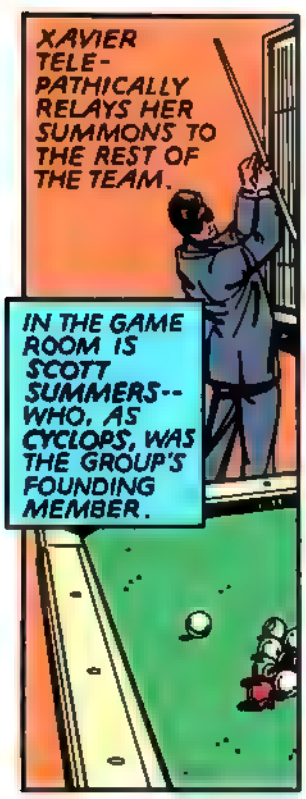

THUS, METRON, DO WE EACH ATTAIN OUR HEART'S DESIRE.
FOR YOU, THE END OF A QUEST. THE FINAL ANSWER. FOR ME, THE FULFILLMENT OF A DREAM: THE REBIRTH OF A WORLD--

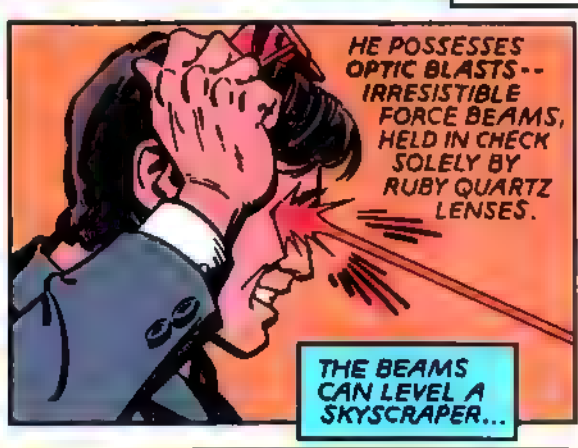

--AND DOMINION OVER THE STARS!!
HA HA HA HA HA HA HA HA

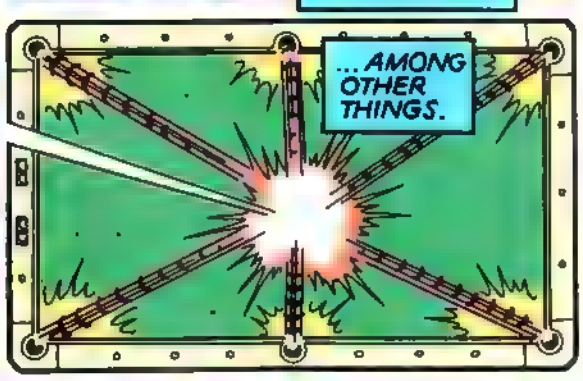

FORTY MILES FROM MANHATTAN, NEAR THE TOWN OF SALEM CENTER, NEW YORK, LIES A SPRAWLING ESTATE THAT-- TO THE WORLD AT LARGE-- IS THE HOME OF A VERY EXCLUSIVE, VERY RECLUSIVE PRIVATE ACADEMY: PROFESSOR CHARLES XAVIER'S SCHOOL FOR GIFTED YOUNGSTERS.
APPEARANCES CAN BE DECEIVING.
XAVIER'S STUDENTS-- LIKE THE PROFESSOR HIMSELF-- ARE MUTANTS, GIFTED WITH EXTRAORDINARY POWERS AND ABILITIES AND FORGED INTO A TEAM OF SUPER-HEROES, THE UNCANNY X-MEN!
HERE, IN THE MANSION'S DANGER ROOM, THEY HONE THEIR VARIOUS SKILLS, AS INDIVIDUALS AND A TEAM. THIS EVENING'S WORKOUT INVOLVES COLOSSUS, WOLVERINE AND NIGHTCRAWLER.
I'M TELLIN' YOU GUYS, LIFE WAS EASIER IN THE FLAMIN' ARMY!
HEY, CHARLEY-- HOW MUCH LONGER DO WE HAVETA DO THIS?!
UNTIL YOU GET IT RIGHT, WOLVERINE.
AND, FOR THE UMPTEENTH TIME, CALL ME "PROFESSOR."
SURE THING, CHUCK.
HEADS UP, ELF. LET'S SHOW THE MAN THE "ALLEZ-OOP" VARIATION.

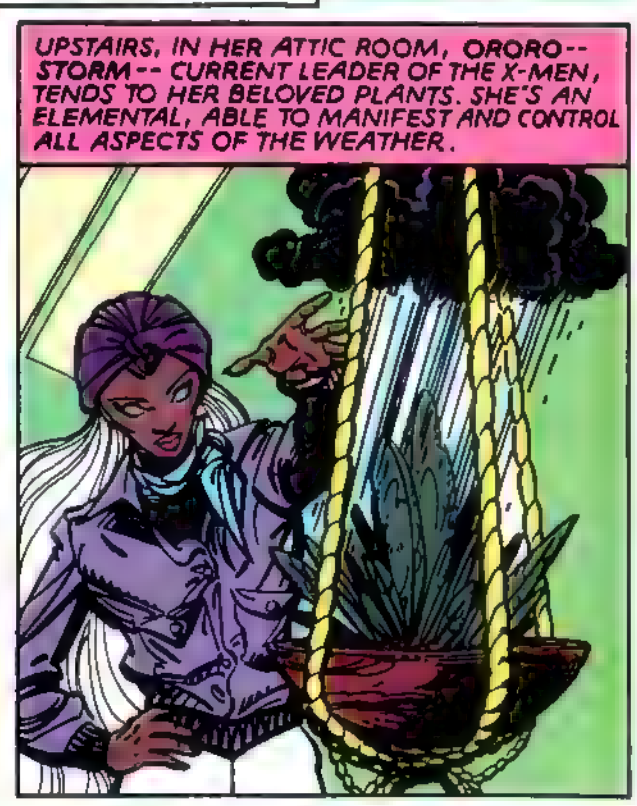

DOWN ON THE FLOOR, NIGHTCRAWLER VANISHES IN A CHARACTERISTIC BURST OF SMOKE AND FLAME...
BAMF
... TO REAPPEAR INSTANTLY, DIRECTLY IN WOLVERINE'S PATH.
GOT YOU! AND AROUND YOU GO-- ALLEZ-OOP!
ONE OF THESE DAYS, MEIN FREUND, YOU'LL PUSH HERR PROFESSOR TOO FAR.
I'VE BEEN A REBEL ALL MY LIFE, PAL.
I LIKE IT TOO MUCH TO CHANGE.
I RESPECT CHARLEY-- OTHERWISE I WOULDN'T BE HERE-- BUT THAT DOESN'T MEAN I HAVE TO TREAT HIM TOTALLY SERIOUSLY.
SCRATCH ONE FLAME GUN, TROOPS!
UH-OH! HUNTER MISSILES--
"--VECTORIN' STRAIGHT FOR COLOSSUS!"
WOLVERINE CAROMS OFF THE WALL IN AN INTERCEPT TRAJECTORY.
... EXTENDING RAZOR-KEEN ADAMANTIUM CLAWS FROM THEIR HOUSINGS IN HIS ARMS AND HANDS.
TRUTH TO TELL, HE DOESN'T MUCH LIKE THEM.
BUT HE KNOWS HOW TO USE THEM SUPREMELY WELL.
COLOSSUS, MEANWHILE, MERELY STANDS HIS GROUND. IN THIS ARMORED FORM, HIS BODY IS COMPOSED OF NIGH-INVULNERABLE ORGANIC STEEL. THE MISSILES DON'T EVEN SCRATCH HIS SKIN.
NIGHTCRAWLER ALSO PRESENTS A RIDICULOUSLY EASY TARGET...
..WAITING UNTIL THE LAST POSSIBLE MOMENT.
..BEFORE TELEPORTING TO SAFETY, LEAVING THE MISSILES TO DESTROY NOT HIM, BUT THEIR OWN LAUNCHER.
BAMF


I AM IMPRESSED
THEIR PERFORMANCE WAS SUPERB, VIRTUALLY FLAWLESS.
PROFESSOR, GUYS-- DINNER'S READY!
PHASING THROUGH THE WALL OF THE OBSERVATION BOOTH IS THE YOUNGEST X-MAN, KITTY PRYDE.

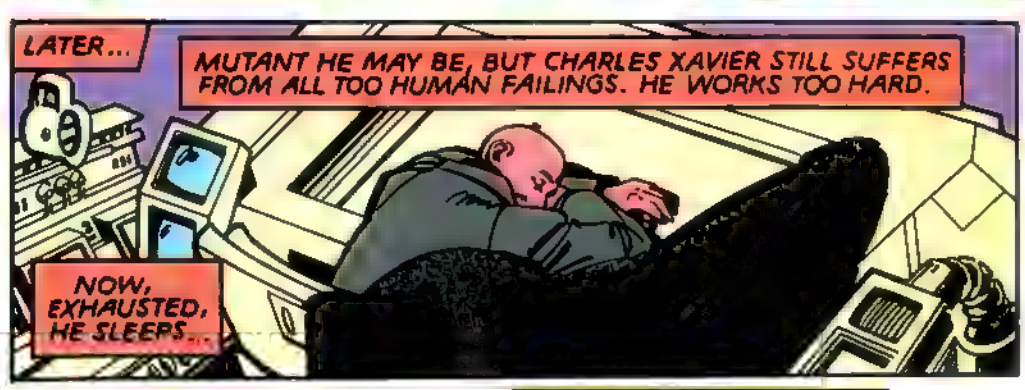

XAVIER TELE-PATHICALLY RELAYS HER SUMMONS TO THE REST OF THE TEAM.
IN THE GAME ROOM IS SCOTT SUMMERS-- WHO, AS CYCLOPS, WAS THE GROUP'S FOUNDING MEMBER.

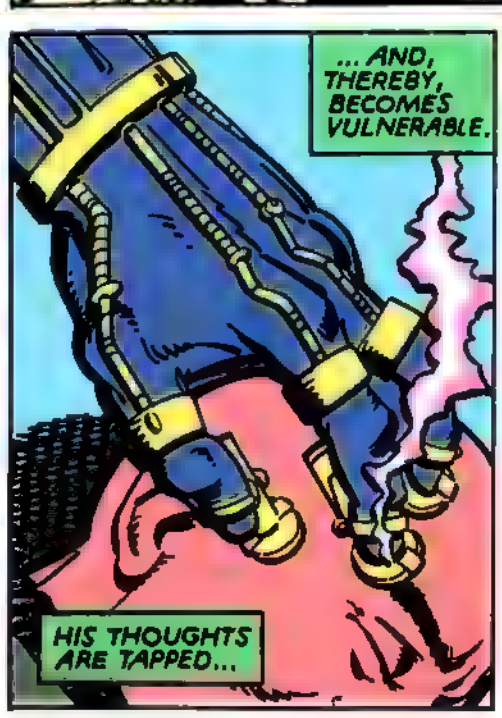

HE POSSESSES OPTIC BLASTS-- IRRESISTIBLE FORCE BEAMS, HELD IN CHECK SOLELY BY RUBY QUARTZ LENSES.
THE BEAMS CAN LEVEL A SKYSCRAPER...

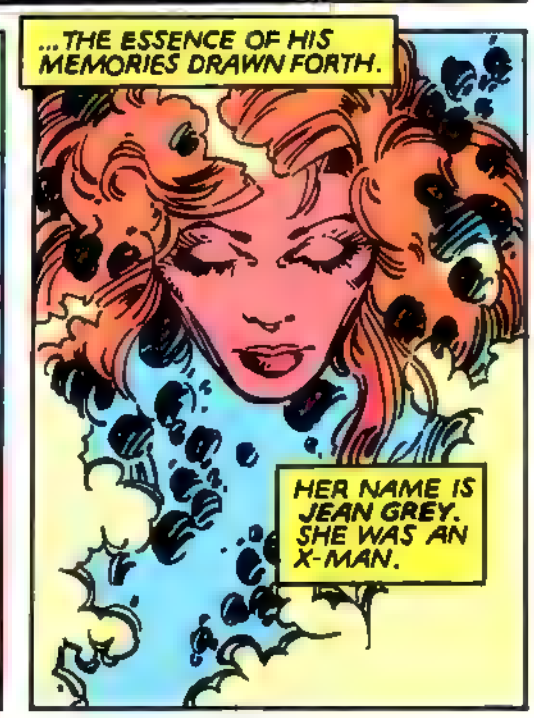

...AMONG OTHER THINGS.


UPSTAIRS, IN HER ATTIC ROOM, ORORO-- STORM-- CURRENT LEADER OF THE X-MEN, TENDS TO HER BELOVED PLANTS. SHE'S AN ELEMENTAL, ABLE TO MANIFEST AND CONTROL ALL ASPECTS OF THE WEATHER.

KITTY WORKED LONG AND HARD ON THE MEAL AND BENEATH HER BLASE FACADE, SHE'S SCARED STIFF. SUPPOSE HER FRIENDS HATE IT? SUPPOSE SHE INADVERTENTLY POISONS THEM?! SHE ENVISIONS A BILLION THINGS GOING WRONG. BUT...
YOU MEAN YOU GUYS LIKED IT? REALLY?
WOW!

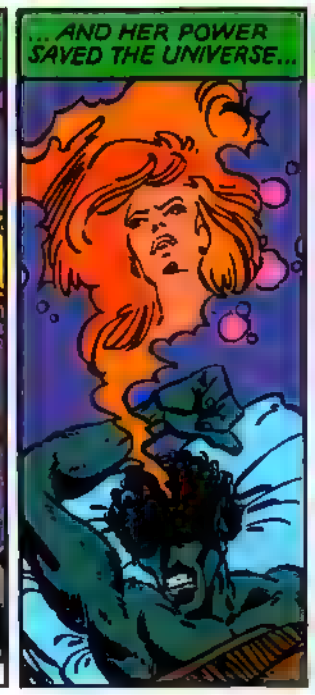

LATER...
MUTANT HE MAY BE, BUT CHARLES XAVIER STILL SUFFERS FROM ALL TOO HUMAN FAILINGS. HE WORKS TOO HARD.
NOW, EXHAUSTED, HE SLEEPS...

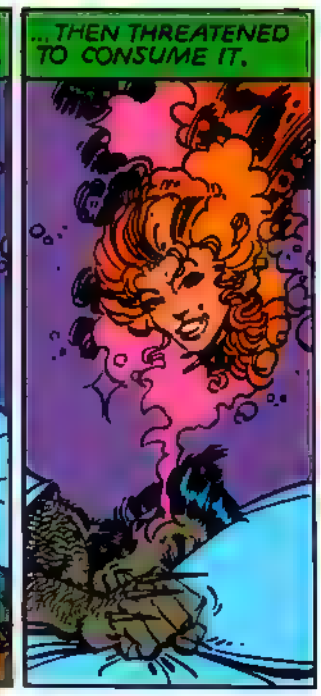

... AND, THEREBY, BECOMES VULNERABLE.
HIS THOUGHTS ARE TAPPED...

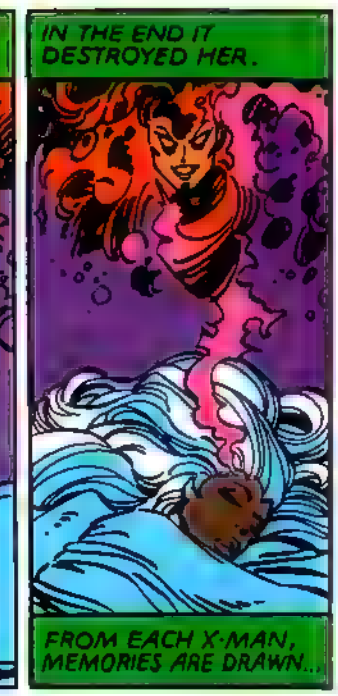

...THE ESSENCE OF HIS MEMORIES DRAWN FORTH.
HER NAME IS JEAN GREY. SHE WAS AN X-MAN.

SHE WAS SCOTT SUMMERS' TRUE LOVE.

SHE BECAME PHOENIX...

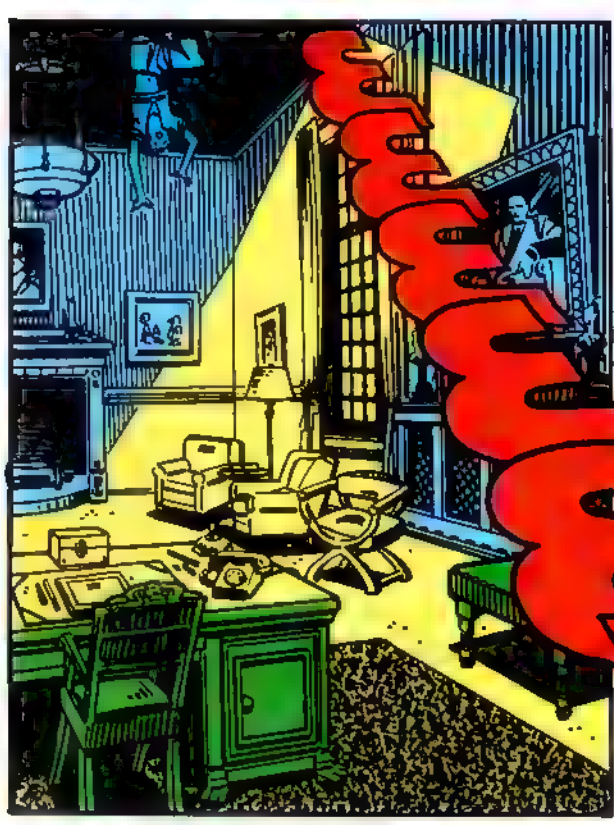

...AND HER POWER SAVED THE UNIVERSE...

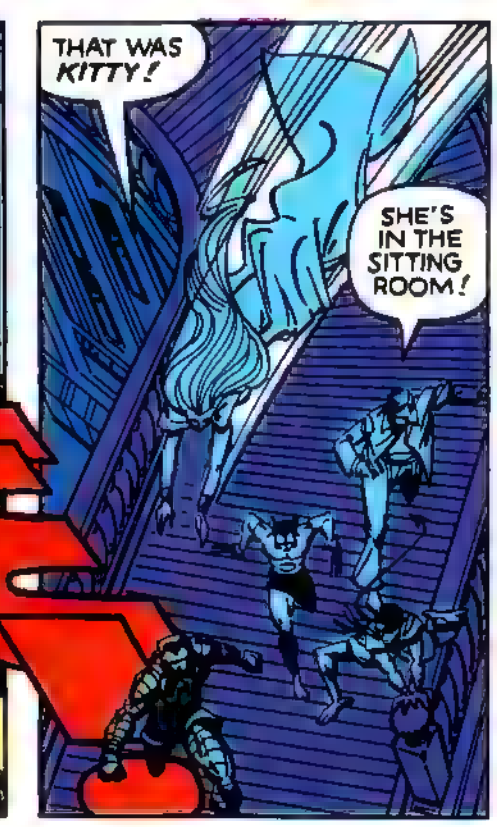

...THEN THREATENED TO CONSUME IT.


IN THE END IT DESTROYED HER.
FROM EACH X-MAN, MEMORIES ARE DRAWN...

...UNTIL FINALLY, ONLY KITTY IS LEFT.
Hmmh...?

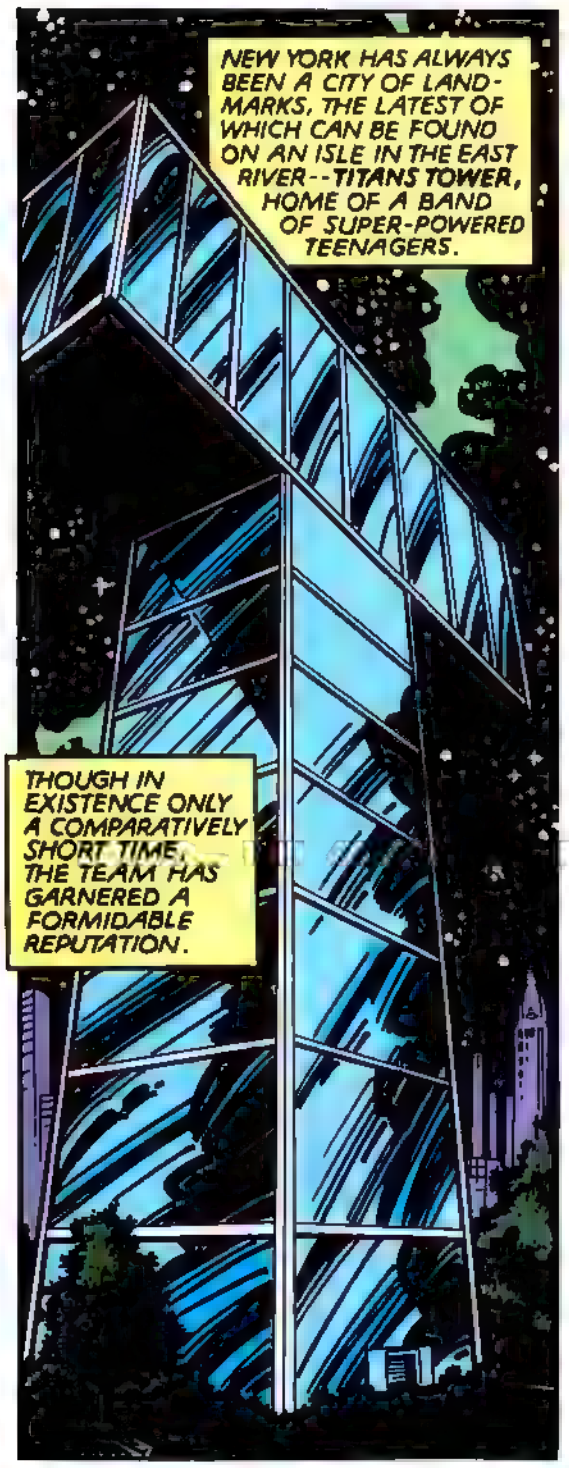
Whuzzat ?
WHO'S THERE ?!
Gasp!

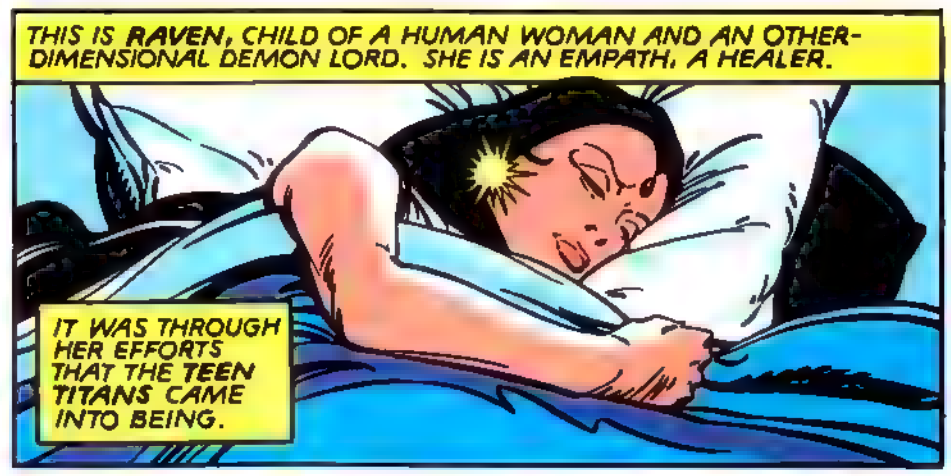


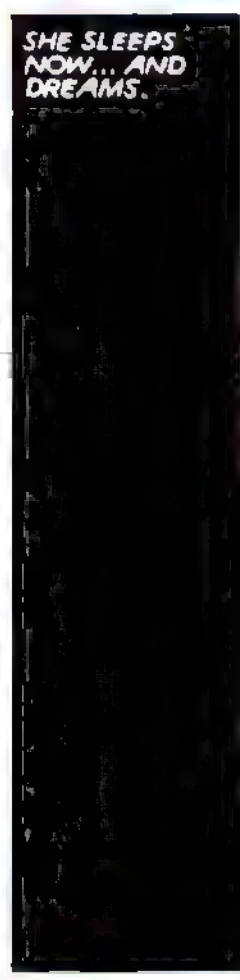

THAT WAS KITTY!
SHE'S IN THE SITTING ROOM!

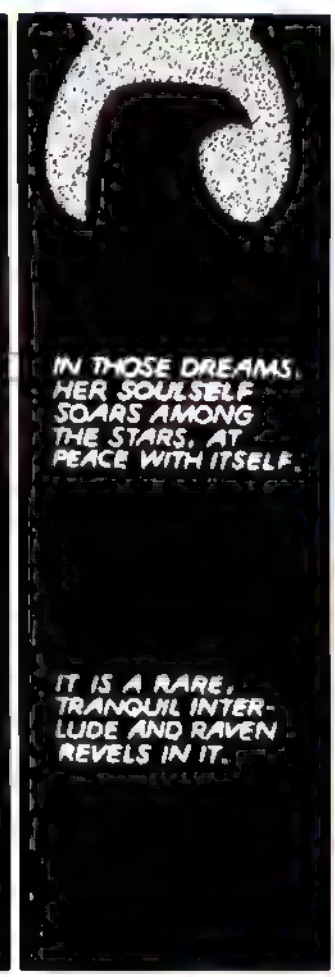
IS SHE ALL RIGHT, ORORO?! IF KATYA HAS BEEN HURT, I SWEAR I SHALL...
TAKE IT EASY, BIG FELLA. WE ALL FEEL THE SAME WAY.
THERE, THERE, KITTEN. WE'RE WITH YOU. YOU'RE SAFE NOW...

AFTER THE DREAM I HAD, I'M SURPRISED I'M NOT SCREAMING WITH HER.
YOU HAD A NIGHTMARE, SCOTT?! SO DID I!
NOK NOK
IT'S HIM!
STAY WITH HER, ORORO. I'LL ANSWER IT.
SEEMS LIKE WE ALL HAD A ROUGH NIGHT. ALMOST TOO ROUGH FOR COINCIDENCE.
YES?
SCOTT...
...MY LOVE...
... HELP...
... MEEEEEEEEEEEEEEEEEE...
JEAN?

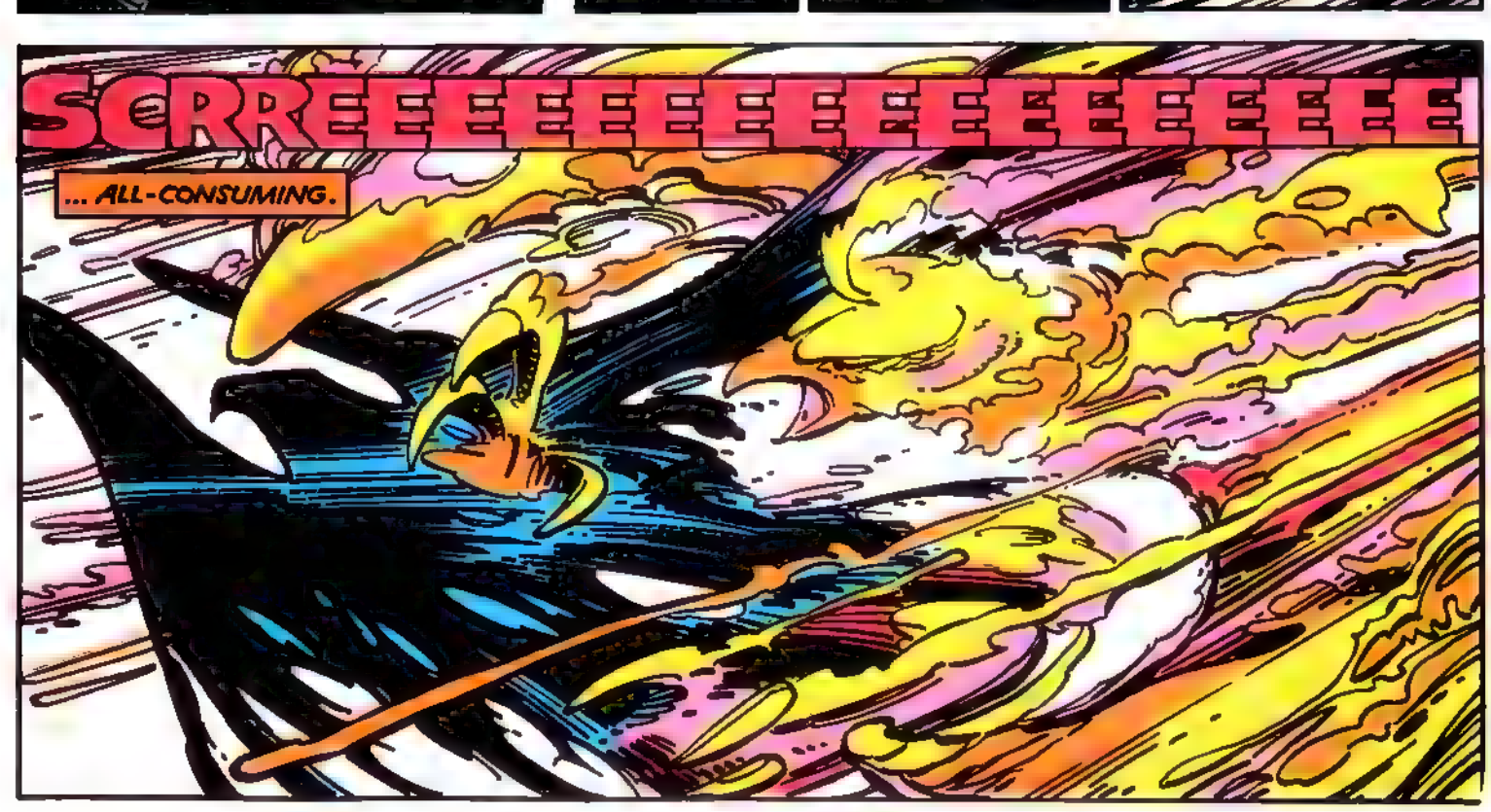

NEW YORK HAS ALWAYS BEEN A CITY OF LANDMARKS, THE LATEST OF WHICH CAN BE FOUND ON AN ISLE IN THE EAST RIVER--TITANS TOWER, HOME OF A BAND OF SUPER-POWERED TEENAGERS.
THOUGH IN EXISTENCE ONLY A COMPARATIVELY SHORT TIME, THE TEAM HAS GARNERED A FORMIDABLE REPUTATION.

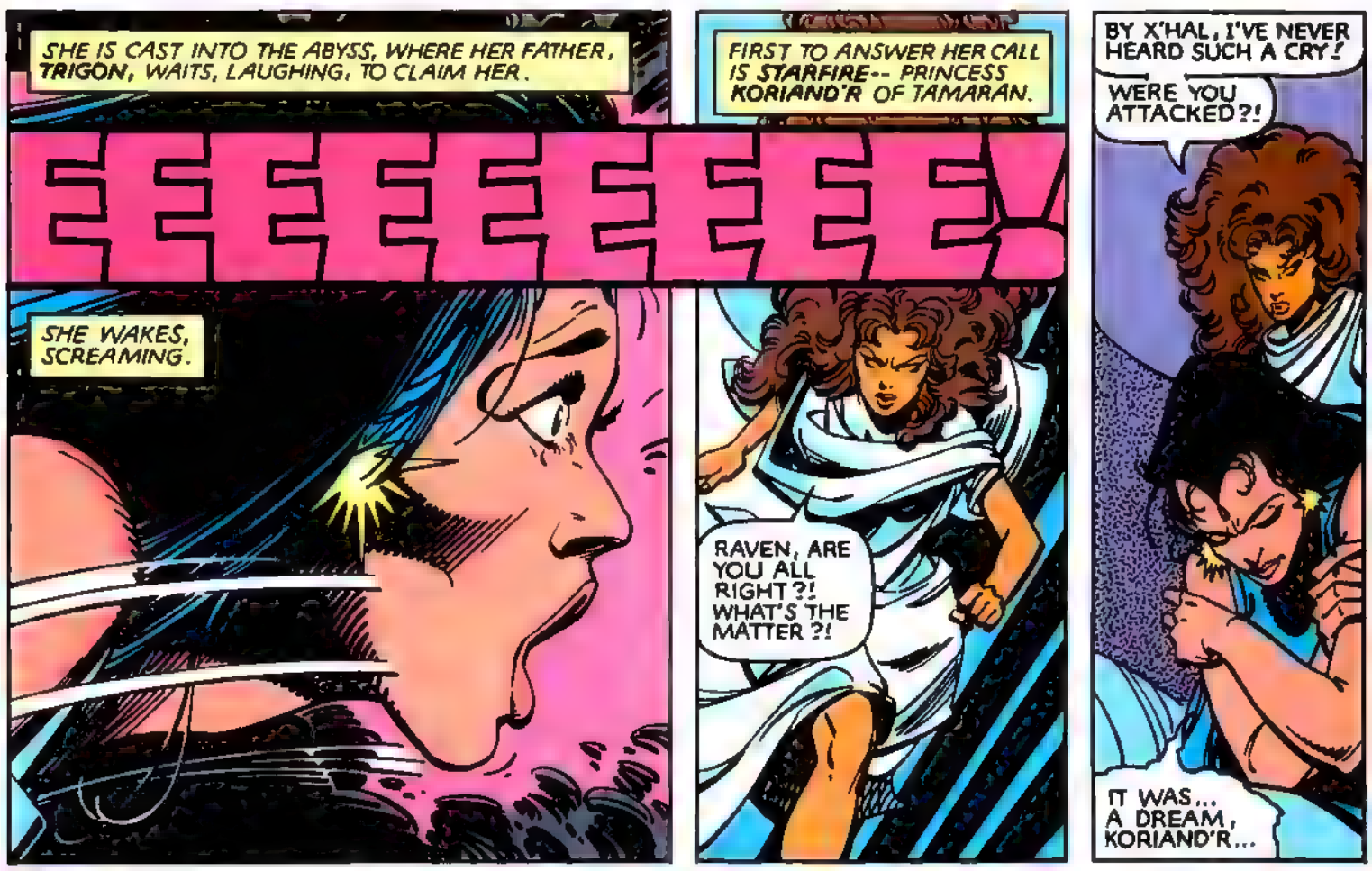

THIS IS RAVEN, CHILD OF A HUMAN WOMAN AND AN OTHER-DIMENSIONAL DEMON LORD. SHE IS AN EMPATH, A HEALER.
IT WAS THROUGH HER EFFORTS THAT THE TEEN TITANS CAME INTO BEING.

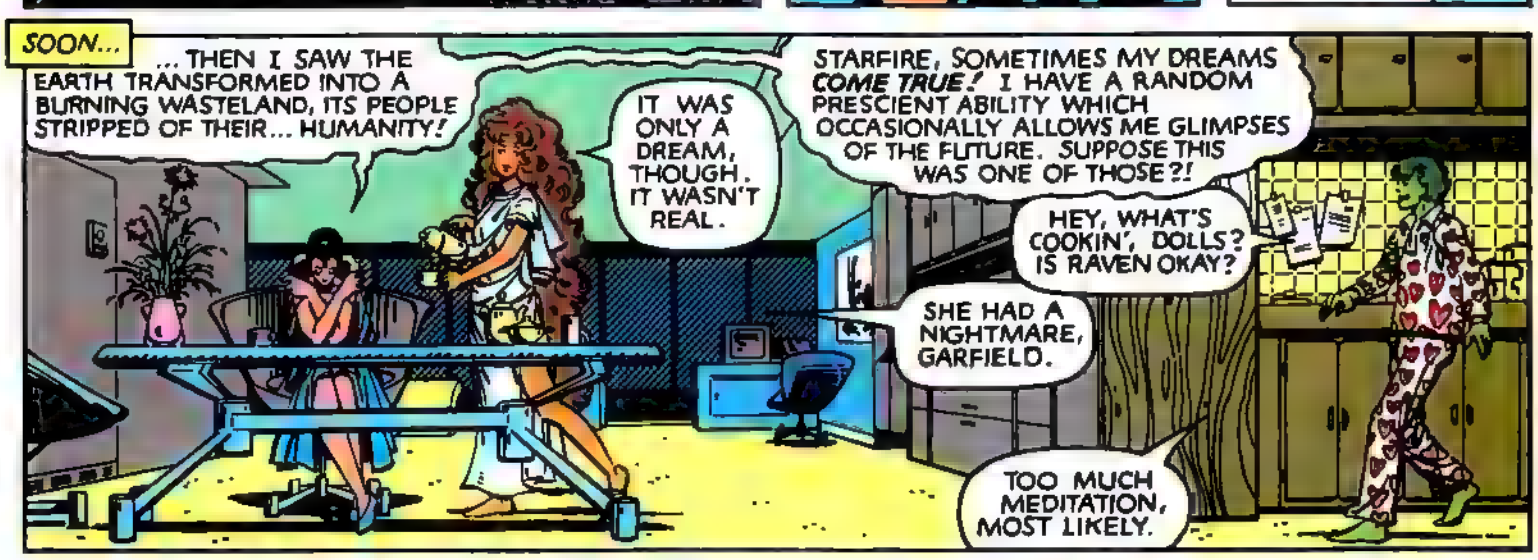

SHE SLEEPS NOW... AND DREAMS.

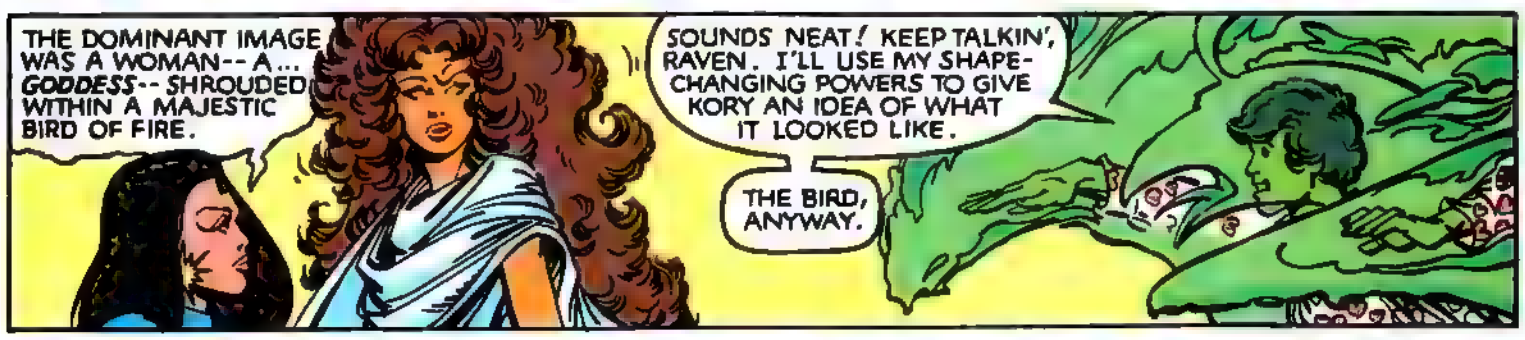

IN THOSE DREAMS, HER SOULSELF SOARS AMONG THE STARS, AT PEACE WITH ITSELF.
IT IS A RARE, TRANQUIL INTERLUDE AND RAVEN REVELS IN IT.

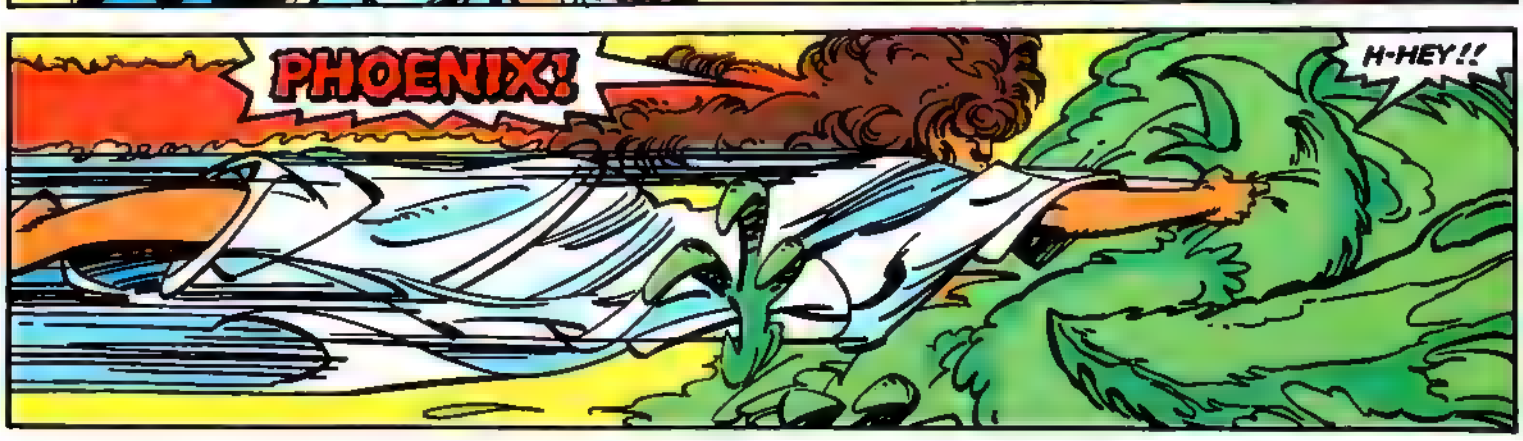
THEN, SUDDENLY, LIGHT FLARES IN THE CELESTIAL DARKNESS--
--BLINDING, PREDATORY, INSATIABLE...


SCRREEEEEEEEEEEEEEEEEEEEEE
... ALL-CONSUMING.


SHE IS CAST INTO THE ABYSS, WHERE HER FATHER, TRIGON, WAITS, LAUGHING, TO CLAIM HER.
FIRST TO ANSWER HER CALL IS STARFIRE-- PRINCESS KORIAND'R OF TAMARAN.
EEEEEEEEE!
SHE WAKES, SCREAMING.
RAVEN, ARE YOU ALL RIGHT?! WHAT'S THE MATTER?!
BY X'HAL, I'VE NEVER HEARD SUCH A CRY!
WERE YOU ATTACKED?!
IT WAS... A DREAM, KORIAND'R...


SOON...
... THEN I SAW THE EARTH TRANSFORMED INTO A BURNING WASTELAND, ITS PEOPLE STRIPPED OF THEIR... HUMANITY!
IT WAS ONLY A DREAM, THOUGH. IT WASN'T REAL.
STARFIRE, SOMETIMES MY DREAMS COME TRUE! I HAVE A RANDOM PRESCIENT ABILITY WHICH OCCASIONALLY ALLOWS ME GLIMPSES OF THE FUTURE. SUPPOSE THIS WAS ONE OF THOSE?!
HEY, WHAT'S COOKIN', DOLLS? IS RAVEN OKAY?
SHE HAD A NIGHTMARE, GARFIELD.
TOO MUCH MEDITATION, MOST LIKELY.

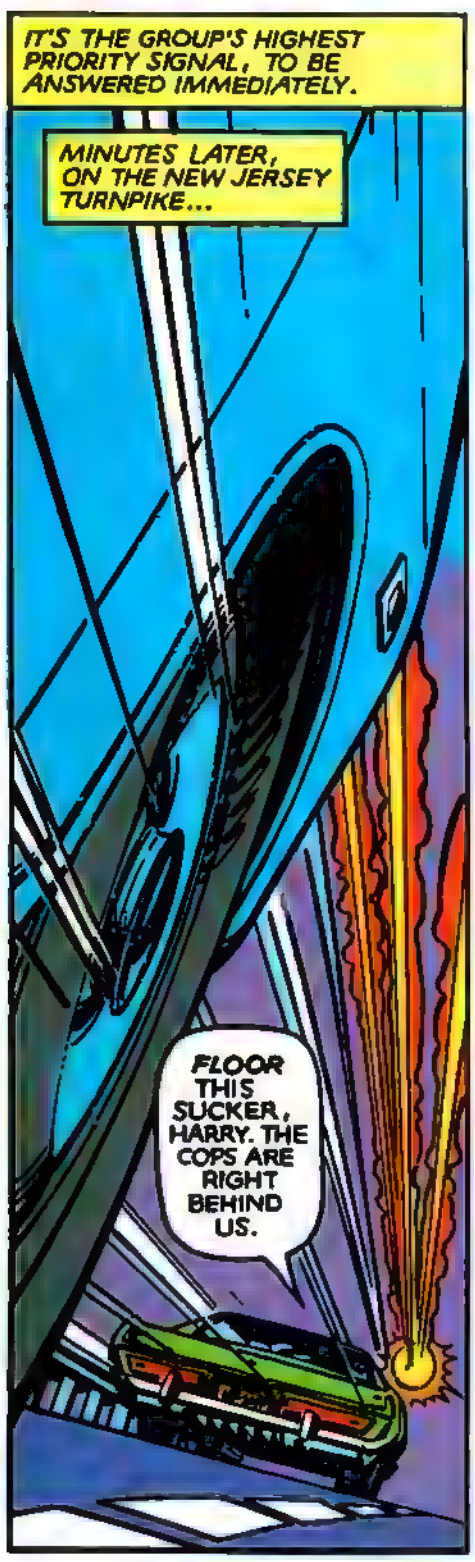

THE DOMINANT IMAGE WAS A WOMAN-- A... GODDESS-- SHROUDED WITHIN A MAJESTIC BIRD OF FIRE.
SOUNDS NEAT! KEEP TALKIN', RAVEN. I'LL USE MY SHAPE-CHANGING POWERS TO GIVE KORY AN IDEA OF WHAT IT LOOKED LIKE.
THE BIRD, ANYWAY.


PHOENIX!
H-HEY!!

G-GARFIELD--CHANGELING-- OH, FORGIVE ME, MY FRIEND. WHEN I SAW THE PHOENIX, THE EVIL ONE, I... I... LOST CONTROL.
HEY, NO PROBLEM. NO MORE BIRD IMPRESSIONS, OKAY?

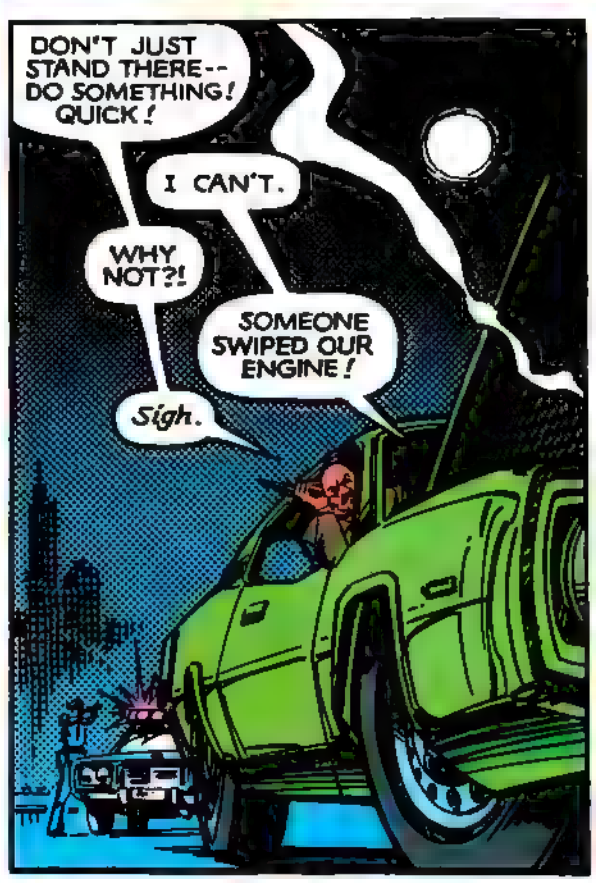
DO NOT LAUGH.
IN MY WARRIOR'S RAGE, I COULD HAVE SLAIN YOU.

RAVEN, PRAY THAT WHAT YOU SAW WAS A DREAM. FOR IF IT IS REAL, IF THAT IS OUR FUTURE...
...THEN THE EARTH, THE UNIVERSE ITSELF, MAY WELL BE DOOMED.
A STARBOLT FLASHES FROM HER HAND TO THE COMMUNICATIONS CONSOLE, TO ACTIVATE THE TITANS' RED ALERT.

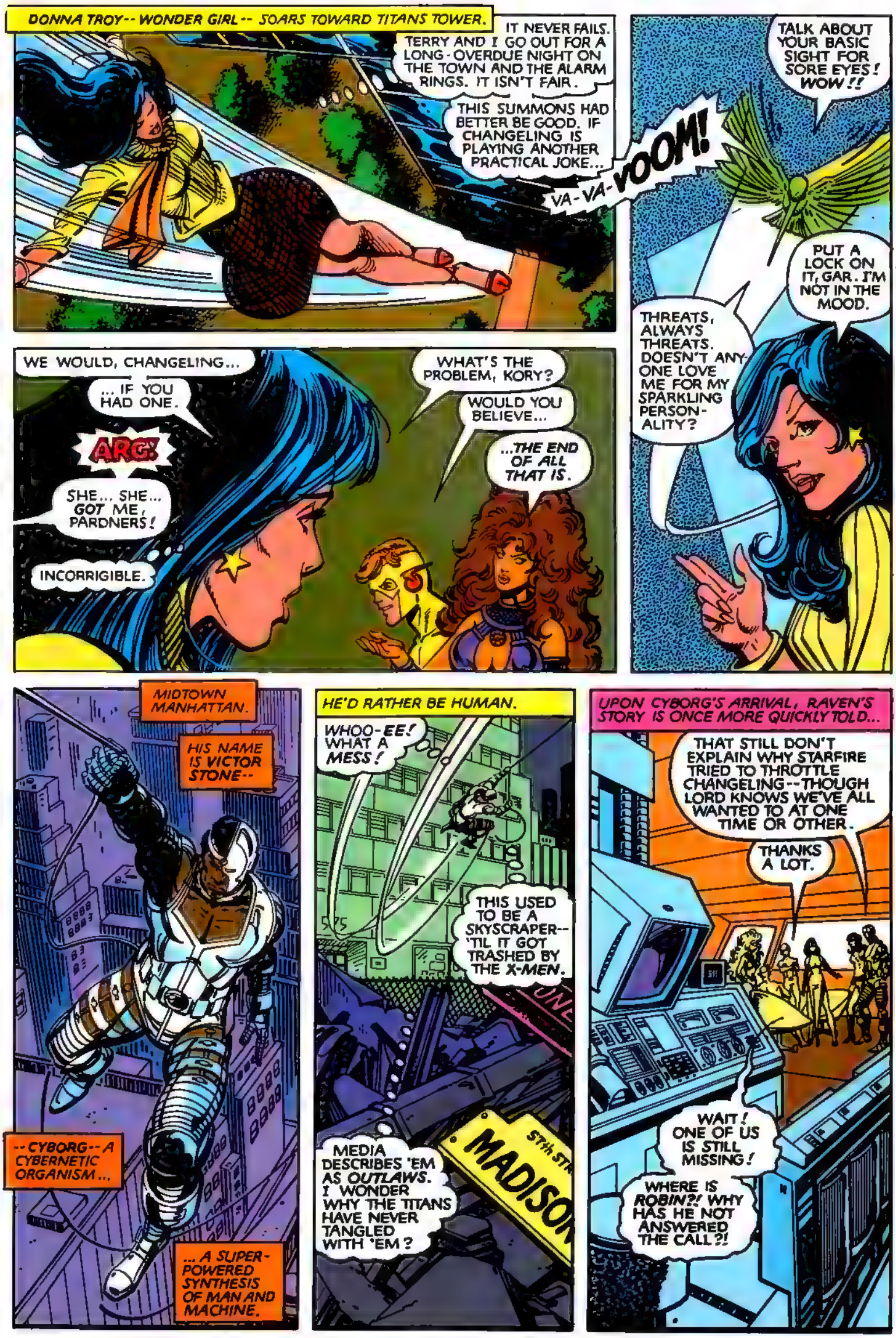

IT'S THE GROUP'S HIGHEST PRIORITY SIGNAL, TO BE ANSWERED IMMEDIATELY.
MINUTES LATER, ON THE NEW JERSEY TURNPIKE...
FLOOR THIS SUCKER, HARRY. THE COPS ARE RIGHT BEHIND US.

RELAX, VINCE. I'LL LOSE 'EM.
NO, YOU WON'T, HARRY.
HUH?! WHO SAID THAT?!

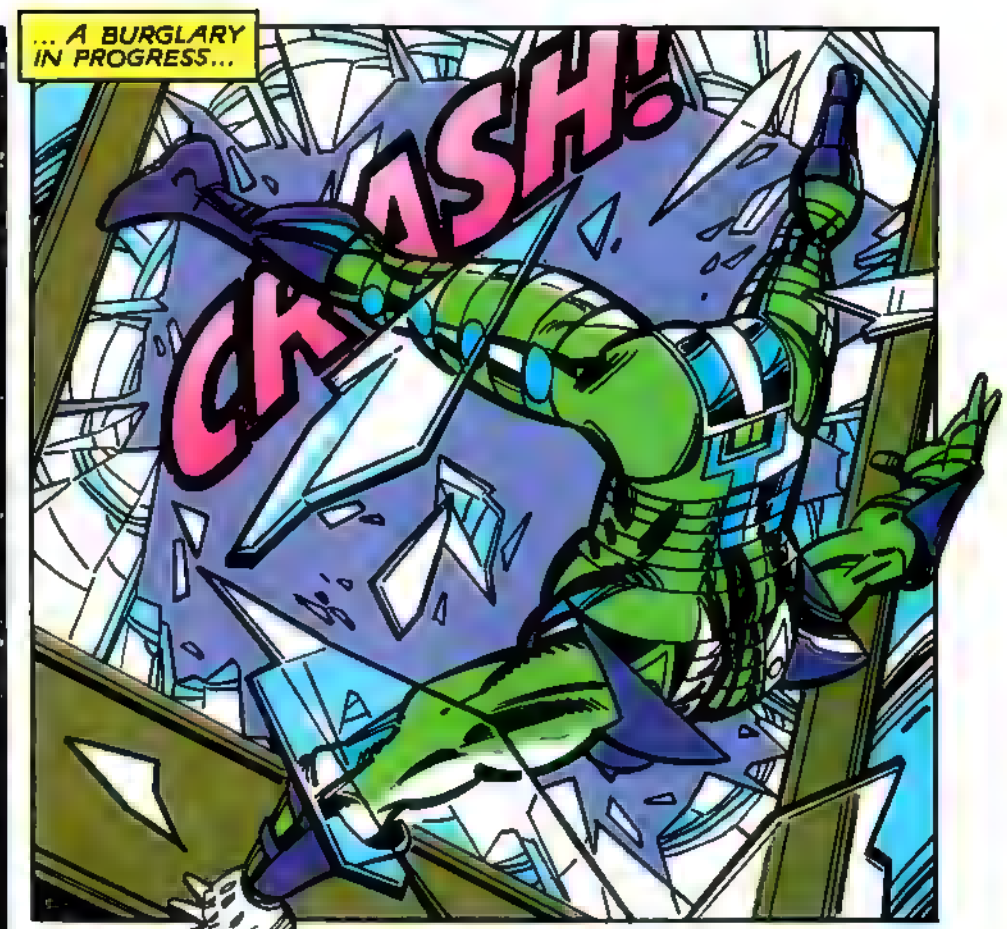
WHO SAID WHAT?!
HARRY, YOU'RE SLOWIN' DOWN! WHY ARE YOU SLOWIN' DOWN?!
IT AIN'T ME, VINCE. IT'S THE CAR!


DON'T JUST STAND THERE-- DO SOMETHING! QUICK!
I CAN'T.
WHY NOT?!
SOMEONE SWIPED OUR ENGINE!
Sigh.

I ALWAYS KNEW MY SEMESTER OF AUTO SHOP...
...WOULD COME IN HANDY SOMEDAY.
AND KID FLASH STREAKS ACROSS TWO RIVERS AND MANHATTAN ISLAND IN THE LITERAL BLINK OF AN EYE.


DONNA TROY -- WONDER GIRL -- SOARS TOWARD TITANS TOWER.
IT NEVER FAILS. TERRY AND I GO OUT FOR A LONG-OVERDUE NIGHT ON THE TOWN AND THE ALARM RINGS. IT ISN'T FAIR.
THIS SUMMONS HAD BETTER BE GOOD. IF CHANGELING IS PLAYING ANOTHER PRACTICAL JOKE...
VA-VA-VOOM!
TALK ABOUT YOUR BASIC SIGHT FOR SORE EYES! WOW!!
PUT A LOCK ON IT, GAR. I'M NOT IN THE MOOD.
THREATS, ALWAYS THREATS. DOESN'T ANYONE LOVE ME FOR MY SPARKLING PERSONALITY?
WE WOULD, CHANGELING...
... IF YOU HAD ONE.
ARG!
SHE... SHE... GOT ME, PARDNERS!
INCORRIGIBLE.
WHAT'S THE PROBLEM, KORY?
WOULD YOU BELIEVE...
...THE END OF ALL THAT IS.
MIDTOWN MANHATTAN.
HIS NAME IS VICTOR STONE--
--CYBORG-- A CYBERNETIC ORGANISM...
... A SUPER-POWERED SYNTHESIS OF MAN AND MACHINE.
HE'D RATHER BE HUMAN.
WHOO-EE! WHAT A MESS!
THIS USED TO BE A SKYSCRAPER-- 'TIL IT GOT TRASHED BY THE X-MEN.
MEDIA DESCRIBES 'EM AS OUTLAWS. I WONDER WHY THE TITANS HAVE NEVER TANGLED WITH 'EM?
MADISON
UPON CYBORG'S ARRIVAL, RAVEN'S STORY IS ONCE MORE QUICKLY TOLD...
THAT STILL DON'T EXPLAIN WHY STARFIRE TRIED TO THROTTLE CHANGELING--THOUGH LORD KNOWS WE'VE ALL WANTED TO AT ONE TIME OR OTHER.
THANKS A LOT.
WAIT! ONE OF US IS STILL MISSING!
WHERE IS ROBIN?! WHY HAS HE NOT ANSWERED THE CALL?!

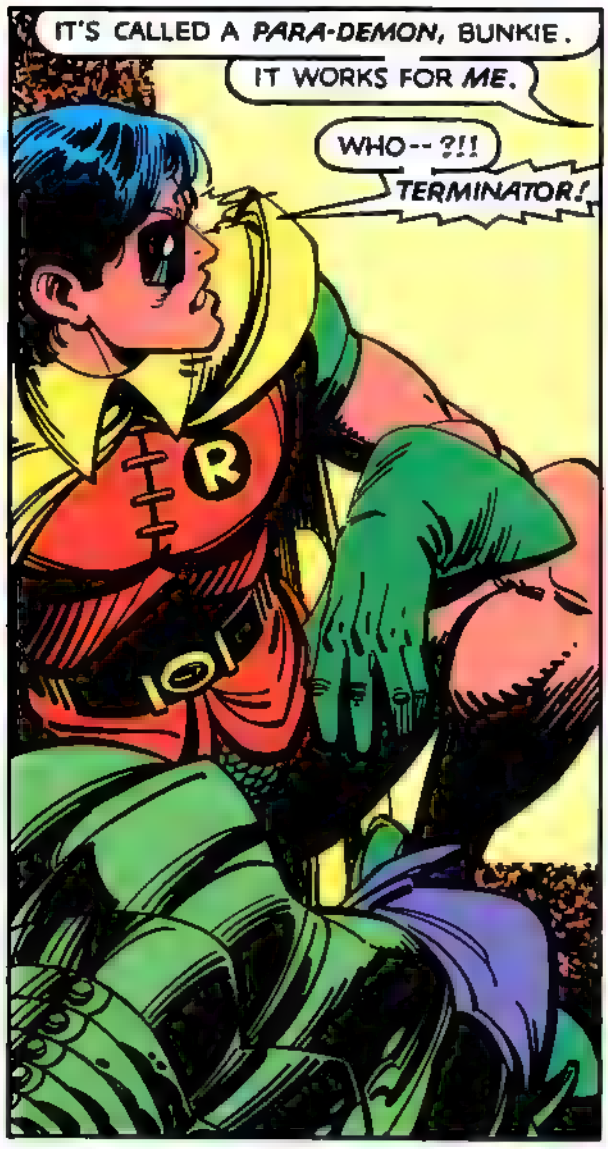
GOTHAM CITY...
...S.T.A.R. LABORATORIES...

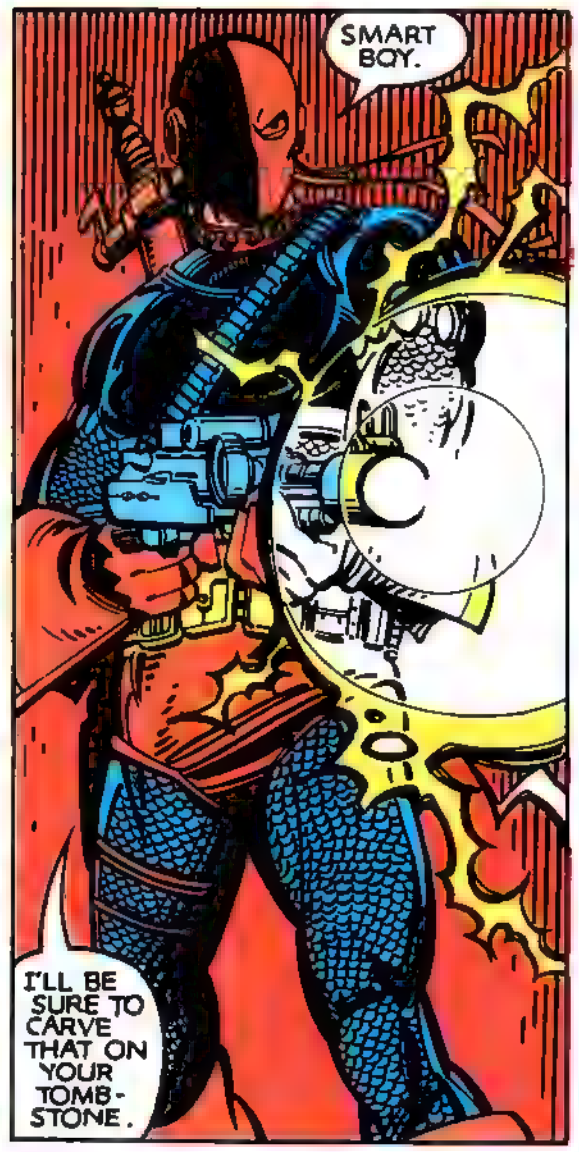

... A BURGLARY IN PROGRESS...
CRASH!

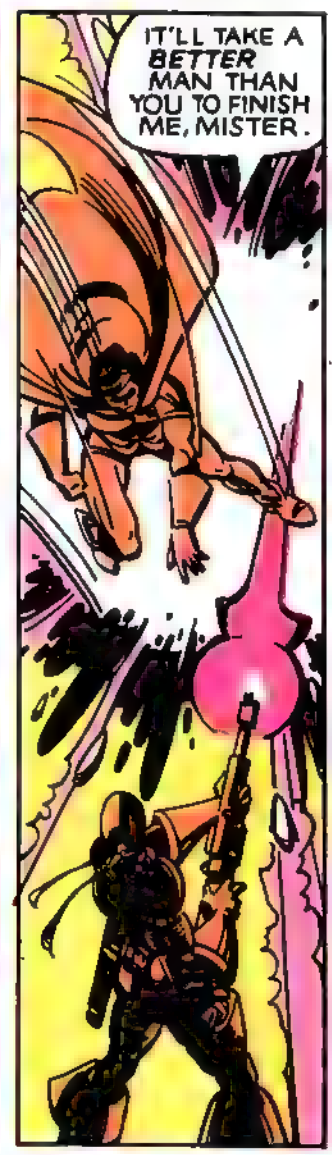
BENNY'S TIP WAS RIGHT ON THE MONEY.
INTER-GANG IS BACK IN ACTION.

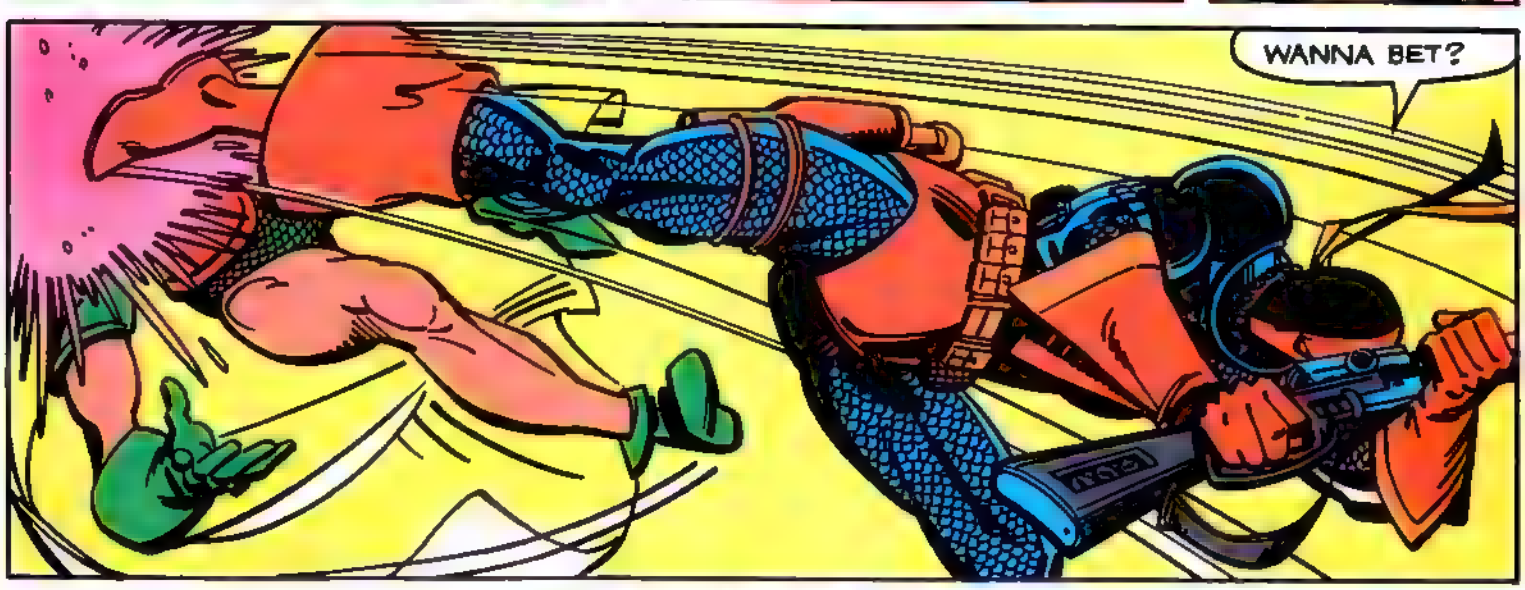
I'M GLAD THERE WERE ONLY A HANDFUL OF THEM IN ON THIS ROBBERY-- THEY WERE TOUGH! BUT SOMETHING ABOUT THE WAY THEY MOVED... ISN'T QUITE RIGHT.
C'MON, FELLA--OFF WITH THE MASK. I WANT TO GET A LOOK AT YOUR...

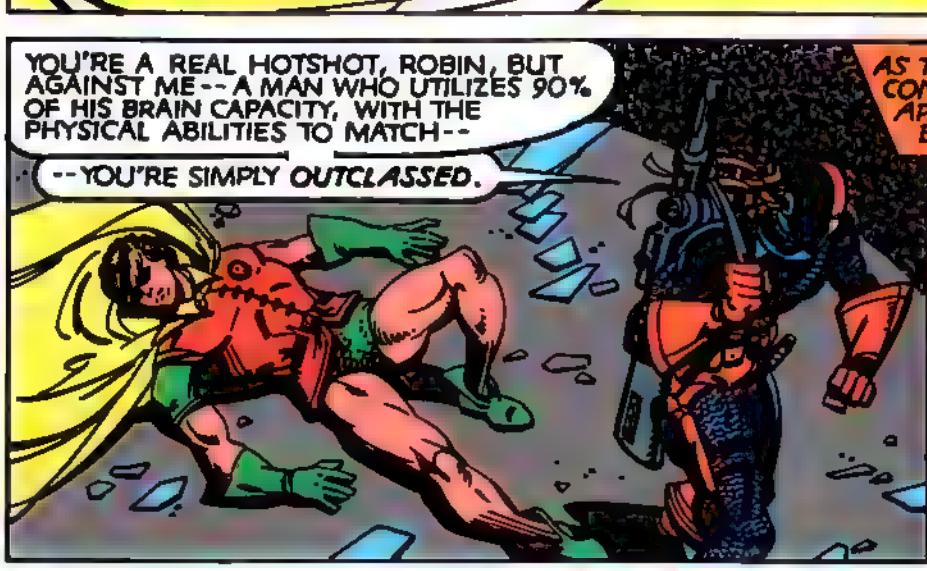
... FACE.
GOOD LORD!
WHO-- WHAT-- IS THIS?!?

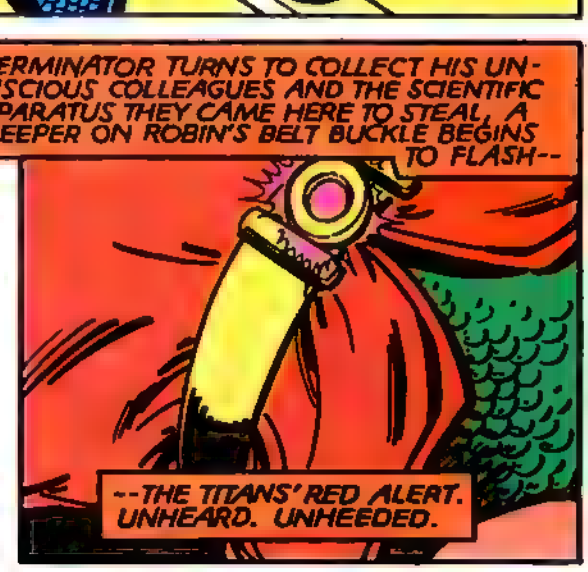

IT'S CALLED A *PARA-DEMON*, BUNKIE.
IT WORKS FOR *ME*.
WHO--?!!
TERMINATOR!

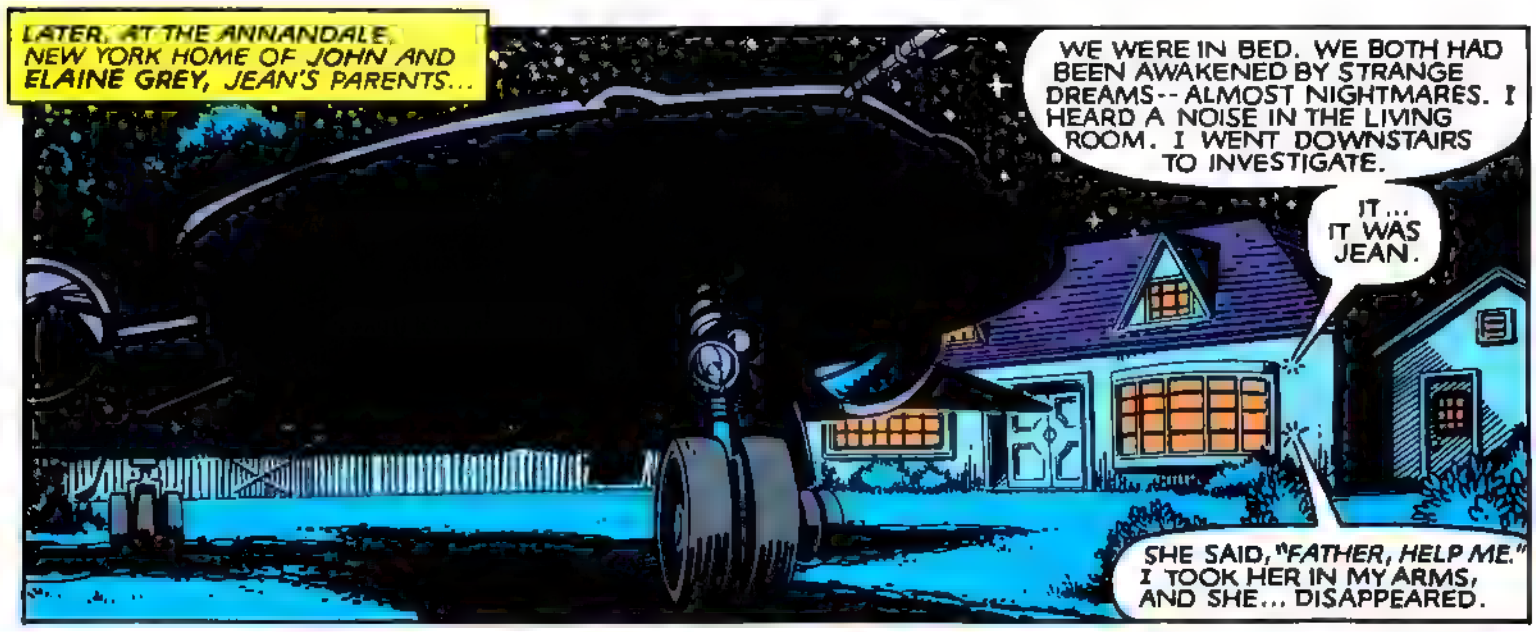

SMART BOY.
I'LL BE SURE TO CARVE THAT ON YOUR TOMB-STONE.

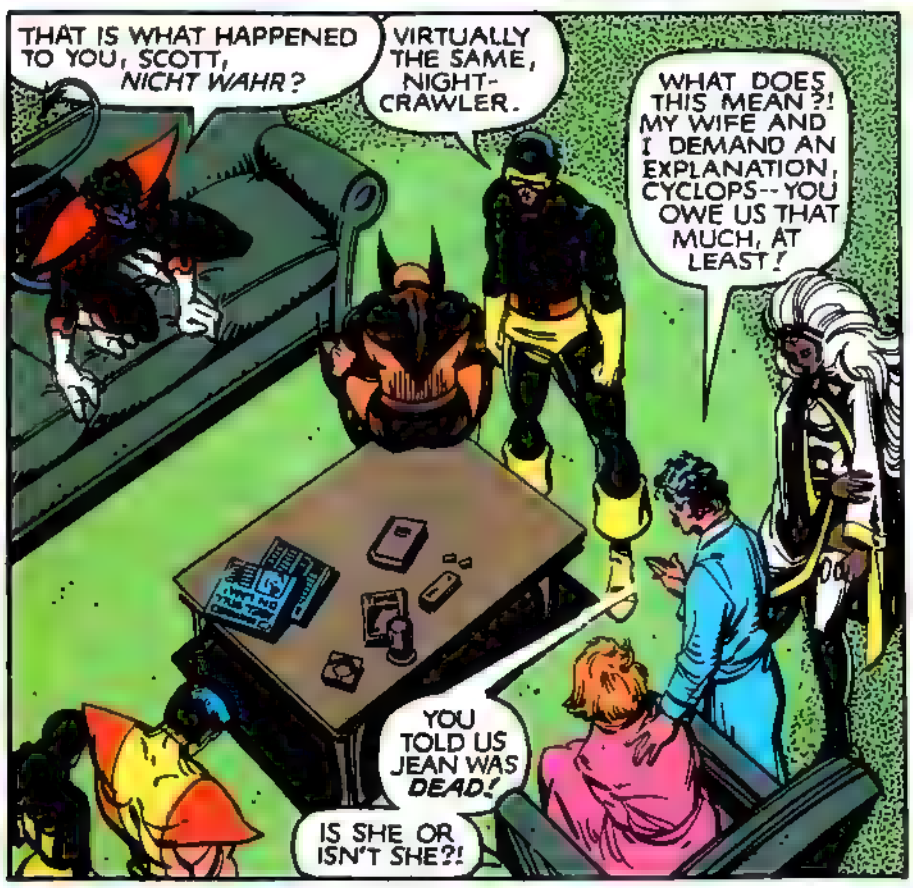

IT'LL TAKE A *BETTER* MAN THAN YOU TO FINISH ME, MISTER.


WANNA BET?

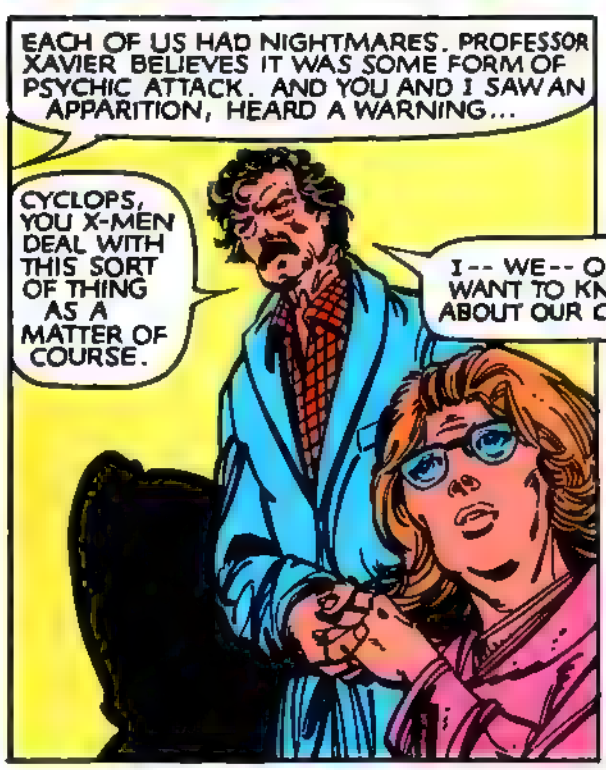

YOU'RE A REAL HOTSHOT, ROBIN, BUT AGAINST ME--A MAN WHO UTILIZES 90% OF HIS BRAIN CAPACITY, WITH THE PHYSICAL ABILITIES TO MATCH--
--YOU'RE SIMPLY *OUTCLASSED*.

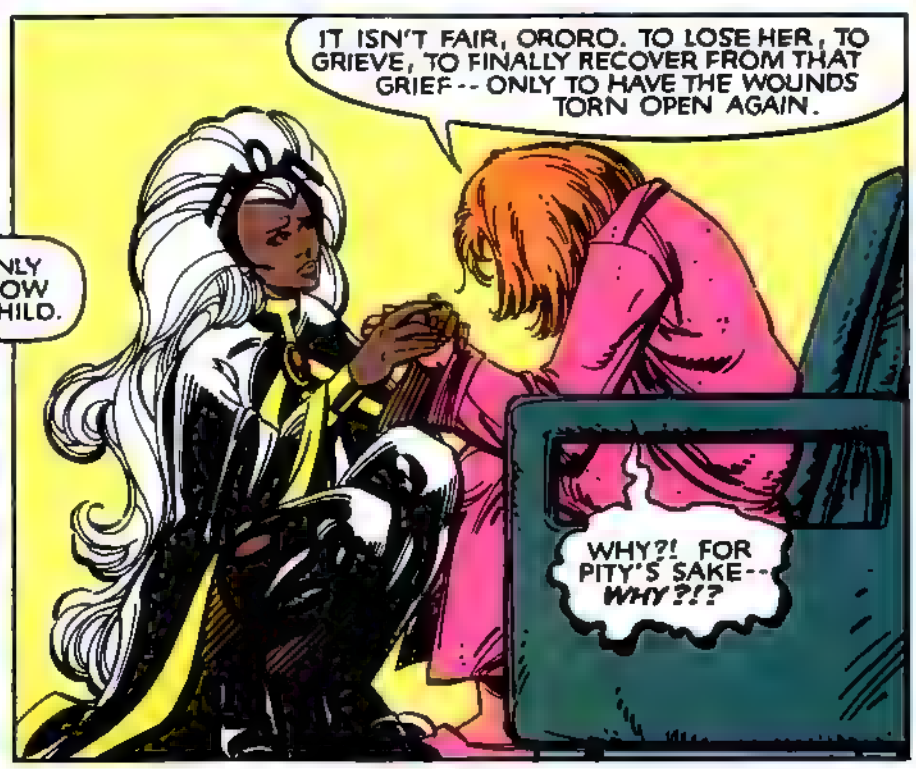

AS TERMINATOR TURNS TO COLLECT HIS UN-CONSCIOUS COLLEAGUES AND THE SCIENTIFIC APPARATUS THEY CAME HERE TO STEAL, A BEEPER ON ROBIN'S BELT BUCKLE BEGINS TO FLASH--
--THE TITANS' RED ALERT. UNHEARD. UNHEEDED.

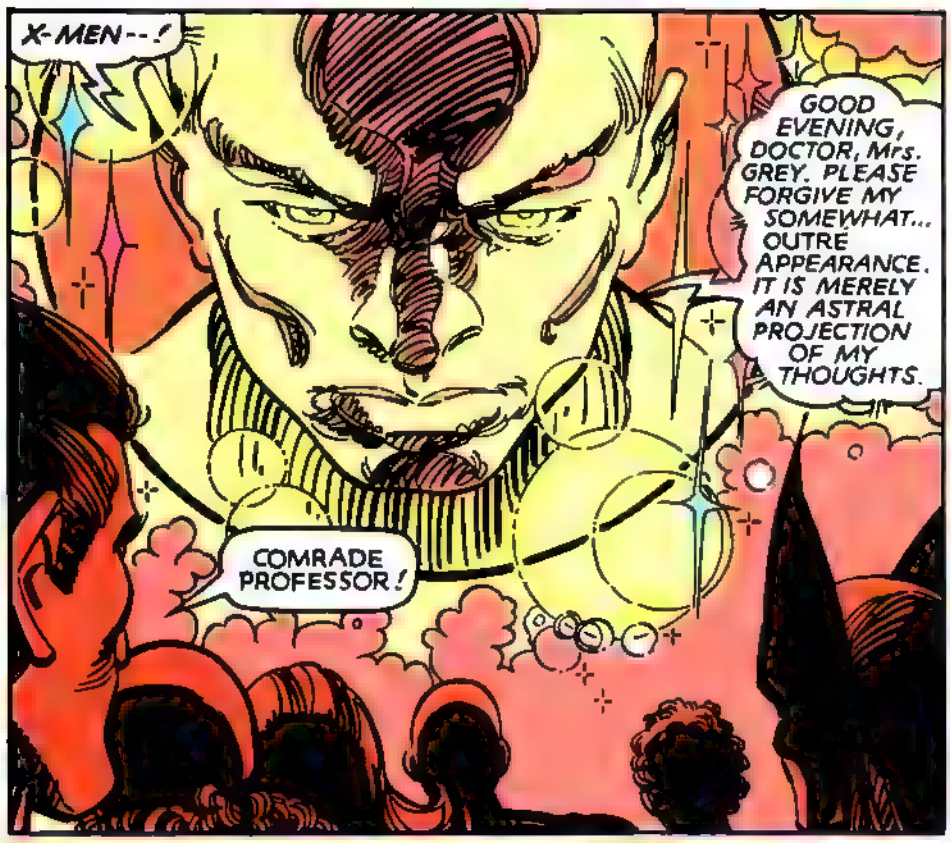

LATER, AT THE ANNANDALE, NEW YORK HOME OF JOHN AND ELAINE GREY, JEAN'S PARENTS...
WE WERE IN BED. WE BOTH HAD BEEN AWAKENED BY STRANGE DREAMS-- ALMOST NIGHTMARES. I HEARD A NOISE IN THE LIVING ROOM. I WENT DOWNSTAIRS TO INVESTIGATE.
IT... IT WAS JEAN.
SHE SAID, "FATHER, HELP ME." I TOOK HER IN MY ARMS, AND SHE... DISAPPEARED.


THAT IS WHAT HAPPENED TO YOU, SCOTT, NICHT WAHR?
VIRTUALLY THE SAME, NIGHT-CRAWLER.
WHAT DOES THIS MEAN?! MY WIFE AND I DEMAND AN EXPLANATION, CYCLOPS-- YOU OWE US THAT MUCH, AT LEAST!
YOU TOLD US JEAN WAS DEAD!
IS SHE OR ISN'T SHE?!

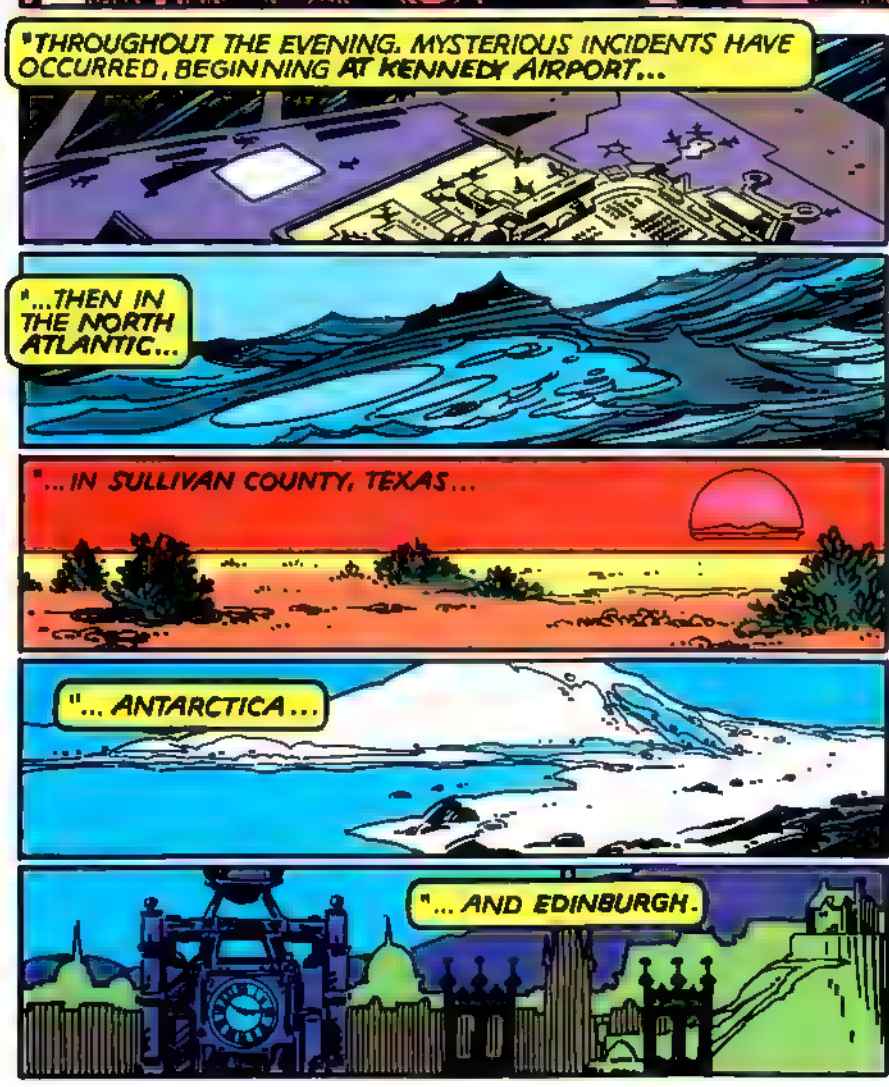
SHE WAS DISINTEGRATED BEFORE MY EYES, PROFESSOR. AS I UNDERSTAND IT, THAT'S DEATH.
BUT, AS PHOENIX, JEAN HAD TAPPED INTO A PRIMAL UNIVERSAL FORCE--SHE WIELDED VIRTUALLY INFINITE POWER. CAN SUCH A BEING TRULY DIE? I DON'T KNOW. I'M NOT SURE I WANT TO.
ALL THAT'S CERTAIN IS THAT SOMETHING IS HAPPENING.

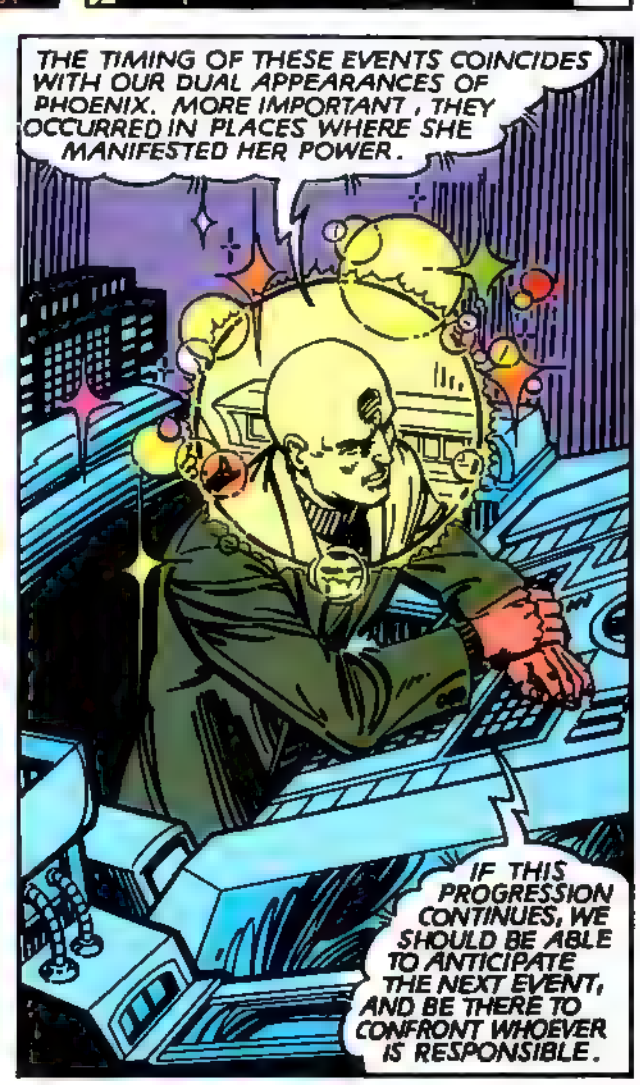

EACH OF US HAD NIGHTMARES. PROFESSOR XAVIER BELIEVES IT WAS SOME FORM OF PSYCHIC ATTACK. AND YOU AND I SAW AN APPARITION, HEARD A WARNING...
CYCLOPS, YOU X-MEN DEAL WITH THIS SORT OF THING AS A MATTER OF COURSE.
I-- WE-- ONLY WANT TO KNOW ABOUT OUR CHILD.

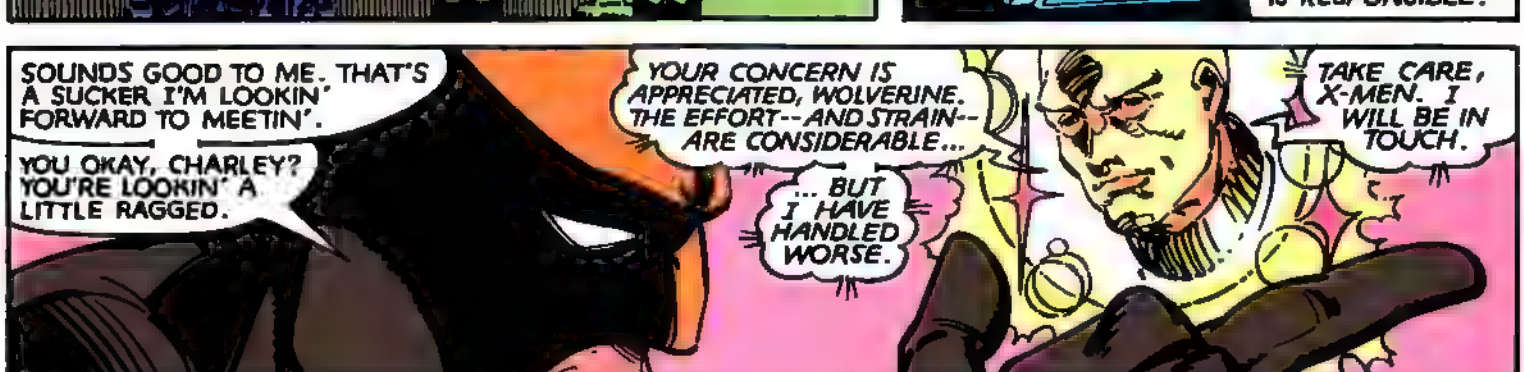

IT ISN'T FAIR, ORORO. TO LOSE HER, TO GRIEVE, TO FINALLY RECOVER FROM THAT GRIEF-- ONLY TO HAVE THE WOUNDS TORN OPEN AGAIN.
WHY?! FOR PITY'S SAKE-- WHY?!?

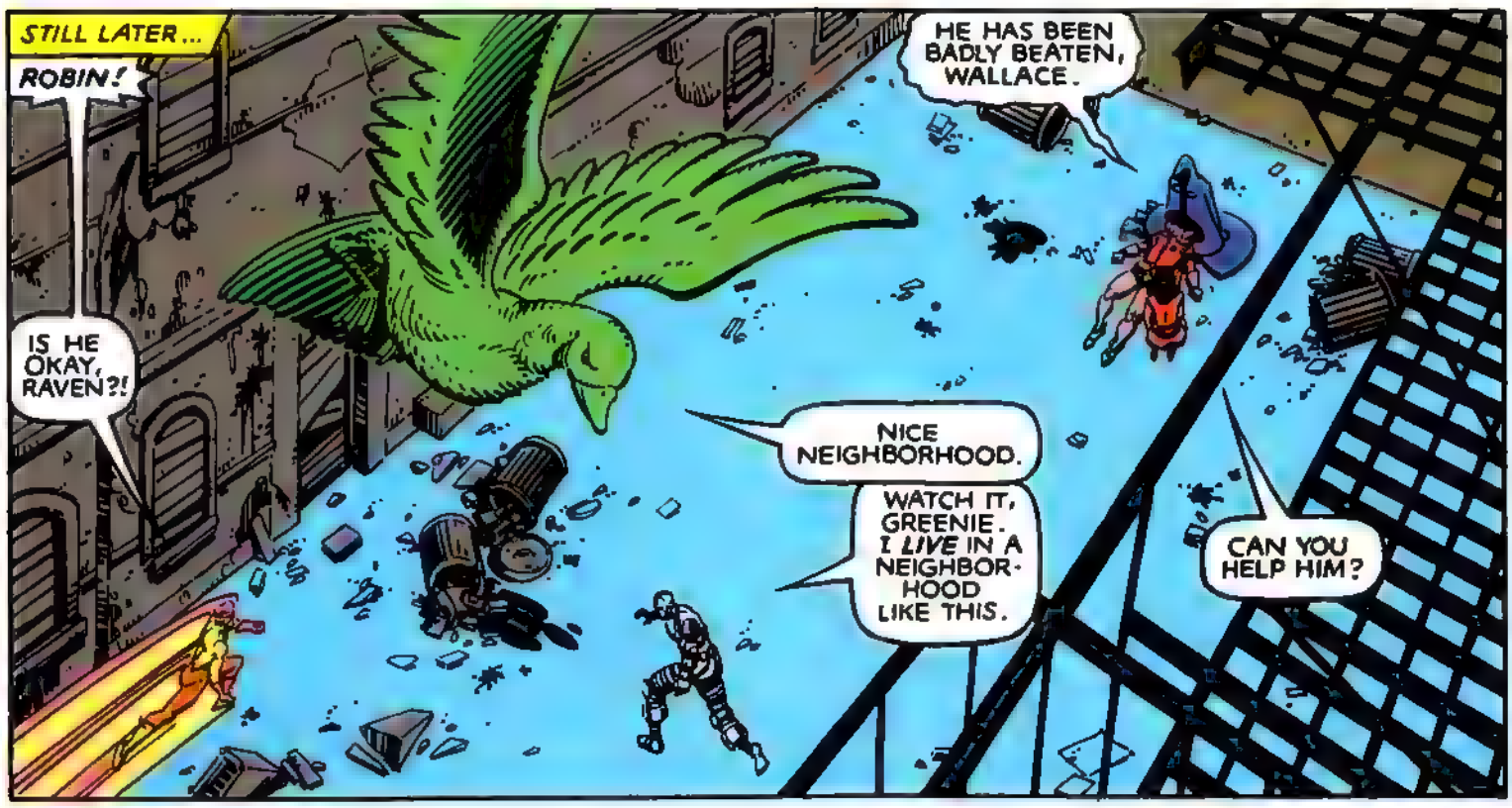

X-MEN--!
GOOD EVENING, DOCTOR, Mrs. GREY. PLEASE FORGIVE MY SOMEWHAT... OUTRE APPEARANCE. IT IS MERELY AN ASTRAL PROJECTION OF MY THOUGHTS.
COMRADE PROFESSOR!

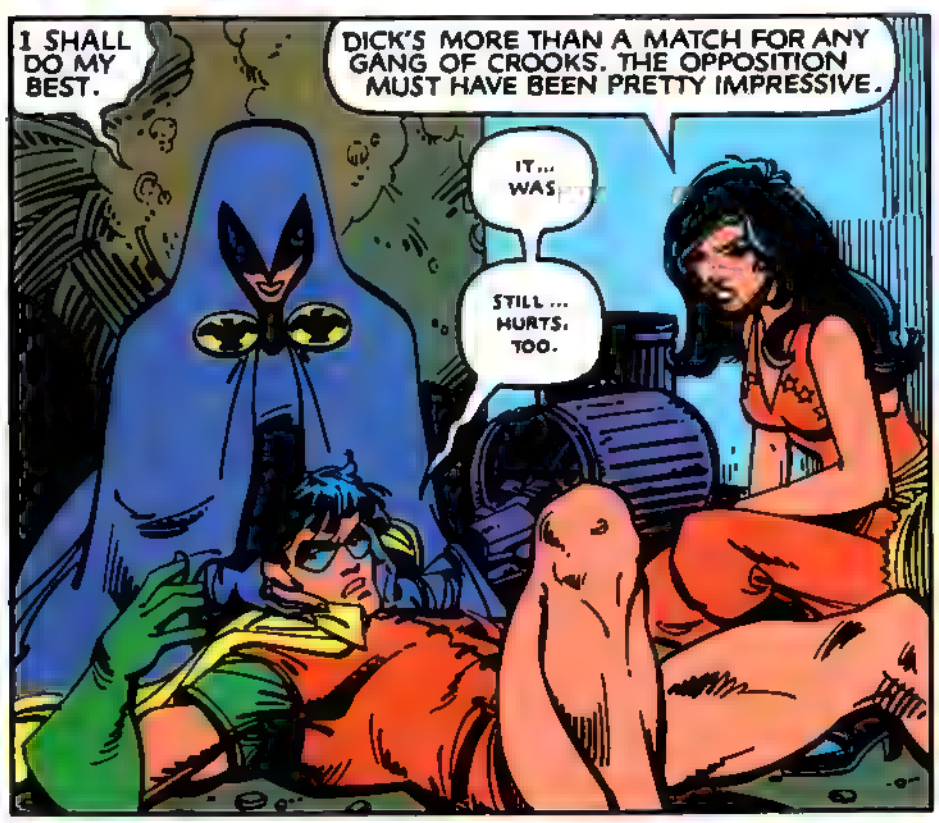
WHAT NEWS, CHARLES?
I'VE SEARCHED TELEPATHICALLY, AND WITH OUR MUTANT-DETECTING CEREBRO COMPUTER SYSTEM, BUT THERE IS NO TRACE OF JEAN.
I HAVE, HOWEVER, DISCOVERED SOMETHING THAT MAY BE OF VALUE.

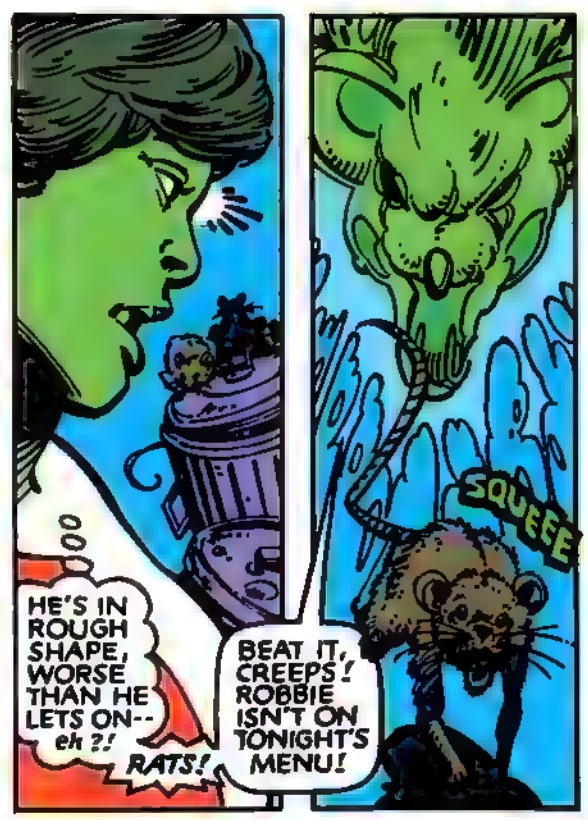

"THROUGHOUT THE EVENING, MYSTERIOUS INCIDENTS HAVE OCCURRED, BEGINNING AT KENNEDY AIRPORT...
"...THEN IN THE NORTH ATLANTIC...
"...IN SULLIVAN COUNTY, TEXAS...
"... ANTARCTICA...
"... AND EDINBURGH.

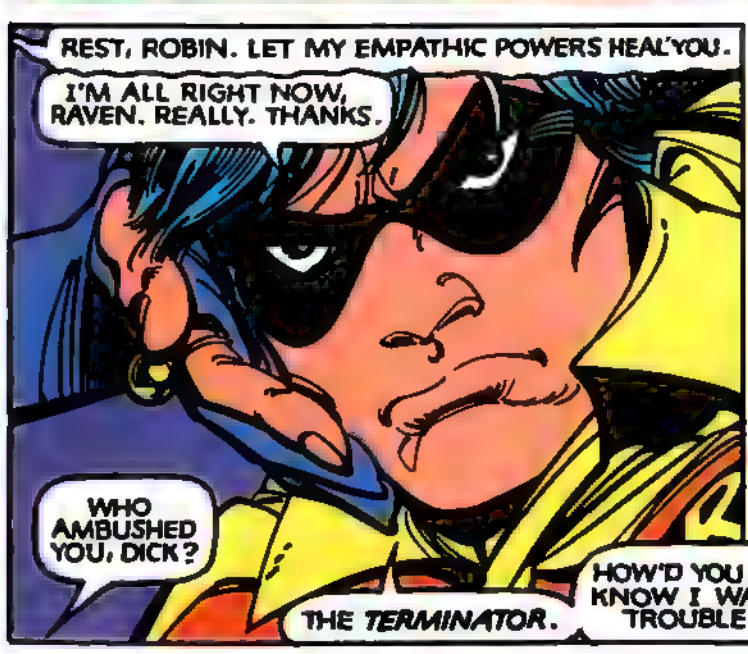

THE TIMING OF THESE EVENTS COINCIDES WITH OUR DUAL APPEARANCES OF PHOENIX. MORE IMPORTANT, THEY OCCURRED IN PLACES WHERE SHE MANIFESTED HER POWER.
IF THIS PROGRESSION CONTINUES, WE SHOULD BE ABLE TO ANTICIPATE THE NEXT EVENT, AND BE THERE TO CONFRONT WHOEVER IS RESPONSIBLE.

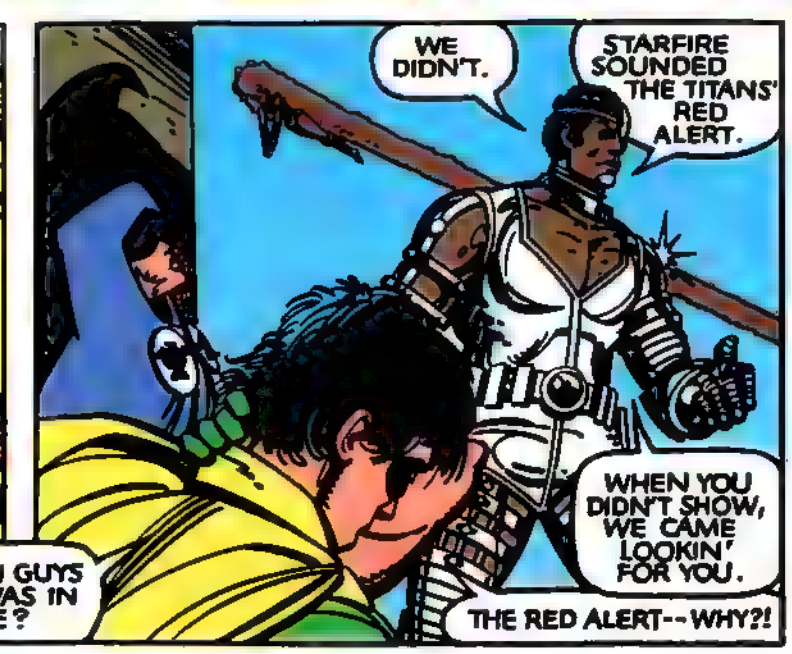

SOUNDS GOOD TO ME. THAT'S A SUCKER I'M LOOKIN' FORWARD TO MEETIN'.
YOU OKAY, CHARLEY? YOU'RE LOOKIN' A LITTLE RAGGED.
YOUR CONCERN IS APPRECIATED, WOLVERINE. THE EFFORT--AND STRAIN--ARE CONSIDERABLE...
... BUT I HAVE HANDLED WORSE.
TAKE CARE, X-MEN. I WILL BE IN TOUCH.

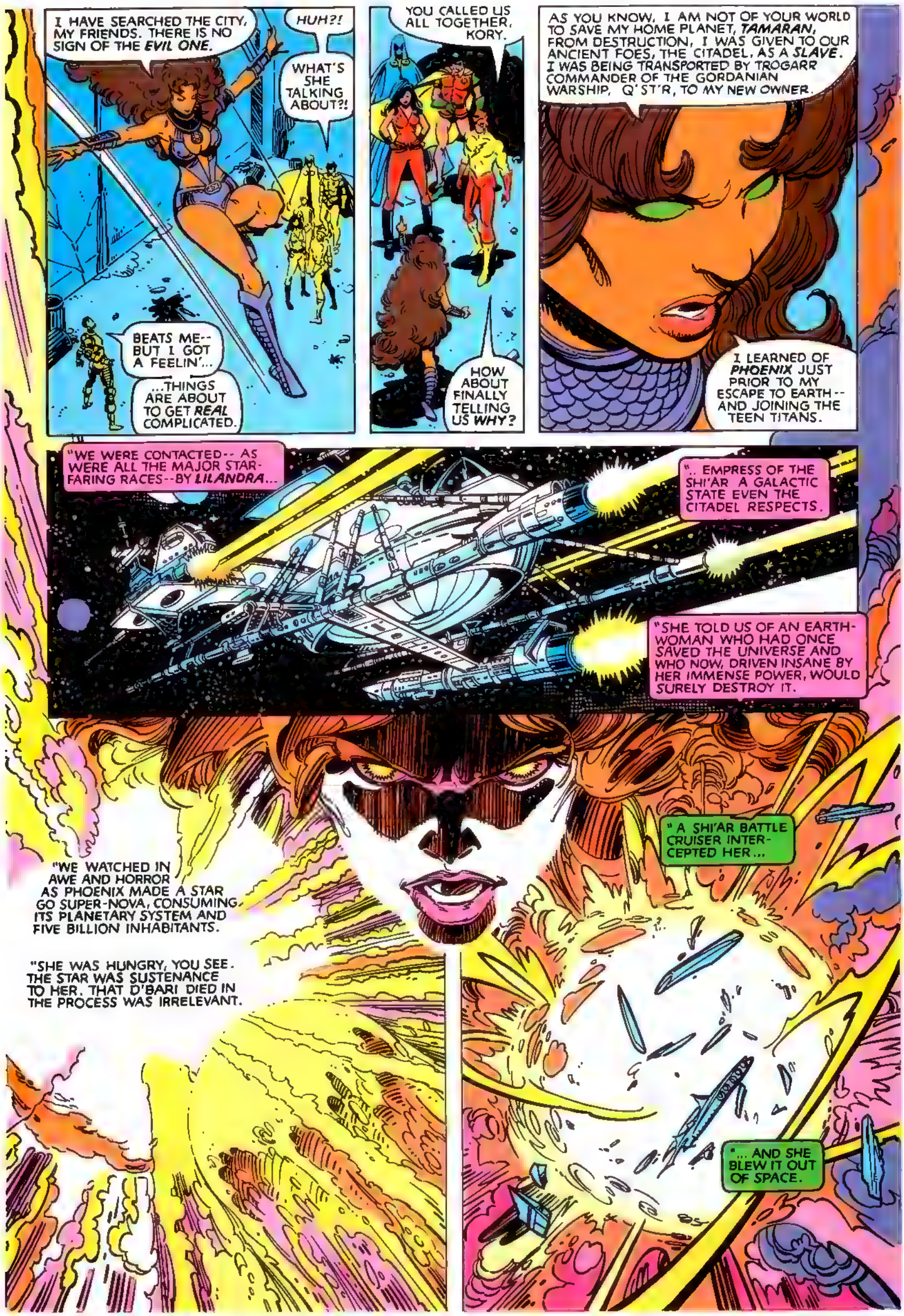

STILL LATER...
ROBIN!
IS HE OKAY, RAVEN?!
HE HAS BEEN BADLY BEATEN, WALLACE.
NICE NEIGHBORHOOD.
WATCH IT, GREENIE. I LIVE IN A NEIGHBORHOOD LIKE THIS.
CAN YOU HELP HIM?


I SHALL DO MY BEST.
DICK'S MORE THAN A MATCH FOR ANY GANG OF CROOKS. THE OPPOSITION MUST HAVE BEEN PRETTY IMPRESSIVE.
IT... WAS
STILL... HURTS, TOO.

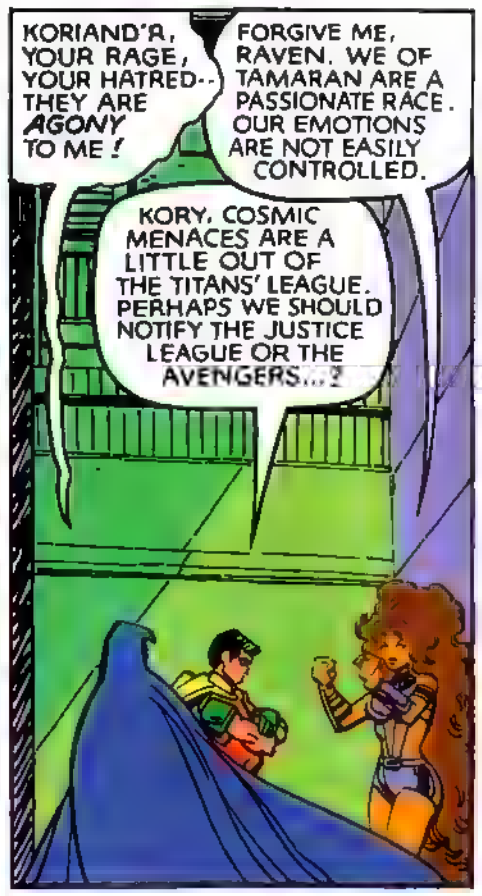

HE'S IN ROUGH SHAPE, WORSE THAN HE LETS ON-- eh?!
RATS!
BEAT IT, CREEPS! ROBBIE ISN'T ON TONIGHT'S MENU!
SQUEEE


REST, ROBIN. LET MY EMPATHIC POWERS HEAL YOU.
I'M ALL RIGHT NOW, RAVEN. REALLY. THANKS.
WHO AMBUSHED YOU, DICK?
THE TERMINATOR.
HOW'D YOU GUYS KNOW I WAS IN TROUBLE?

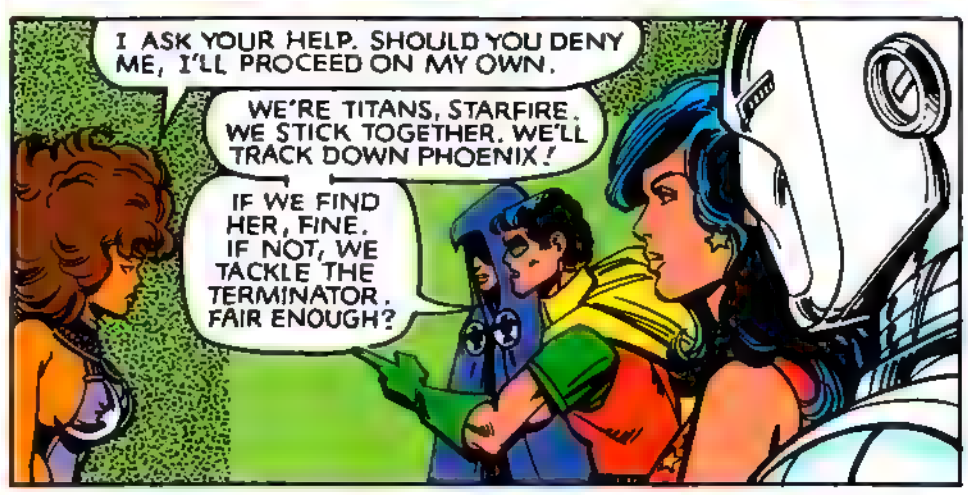

WE DIDN'T.
STARFIRE SOUNDED THE TITANS' RED ALERT.
WHEN YOU DIDN'T SHOW, WE CAME LOOKIN' FOR YOU.
THE RED ALERT--WHY?!

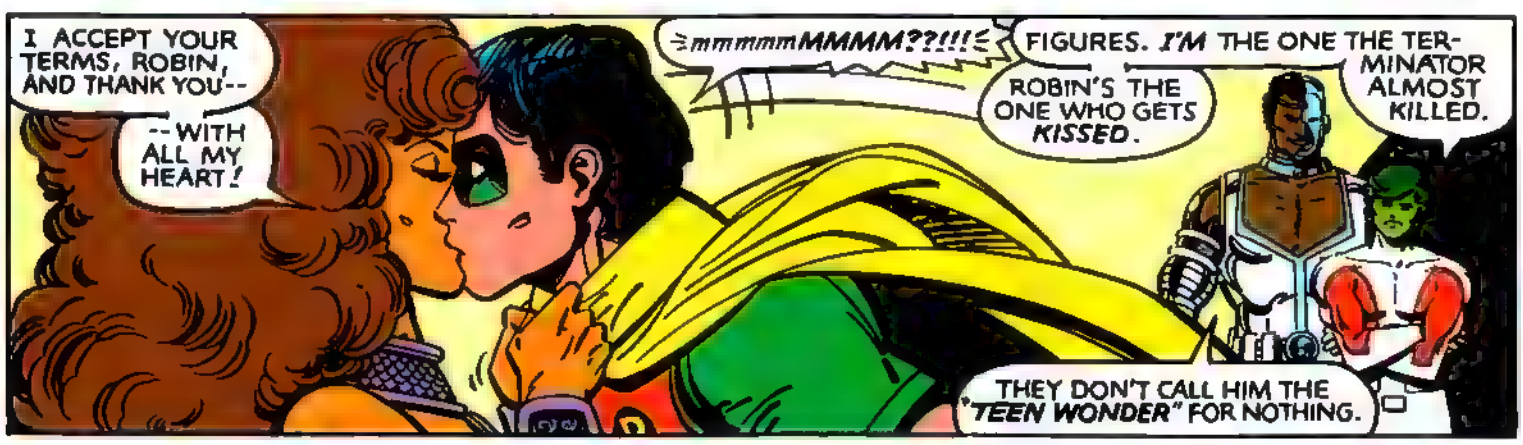

I HAVE SEARCHED THE CITY, MY FRIENDS. THERE IS NO SIGN OF THE EVIL ONE.
HUH?!
WHAT'S SHE TALKING ABOUT?!
BEATS ME-- BUT I GOT A FEELIN'...
...THINGS ARE ABOUT TO GET REAL COMPLICATED.
YOU CALLED US ALL TOGETHER, KORY.
HOW ABOUT FINALLY TELLING US WHY?
AS YOU KNOW, I AM NOT OF YOUR WORLD TO SAVE MY HOME PLANET, TAMARAN, FROM DESTRUCTION, I WAS GIVEN TO OUR ANCIENT FOES, THE CITADEL, AS A SLAVE. I WAS BEING TRANSPORTED BY TROGARR COMMANDER OF THE GORDANIAN WARSHIP, Q'ST'R, TO MY NEW OWNER.
I LEARNED OF PHOENIX JUST PRIOR TO MY ESCAPE TO EARTH -- AND JOINING THE TEEN TITANS.
"WE WERE CONTACTED-- AS WERE ALL THE MAJOR STAR-FARING RACES--BY LILANDRA...
".. EMPRESS OF THE SHI'AR A GALACTIC STATE EVEN THE CITADEL RESPECTS.
"SHE TOLD US OF AN EARTH-WOMAN WHO HAD ONCE SAVED THE UNIVERSE AND WHO NOW, DRIVEN INSANE BY HER IMMENSE POWER, WOULD SURELY DESTROY IT.
"WE WATCHED IN AWE AND HORROR AS PHOENIX MADE A STAR GO SUPER-NOVA, CONSUMING ITS PLANETARY SYSTEM AND FIVE BILLION INHABITANTS.
"SHE WAS HUNGRY, YOU SEE. THE STAR WAS SUSTENANCE TO HER. THAT D'BARI DIED IN THE PROCESS WAS IRRELEVANT.
" A SHI'AR BATTLE CRUISER INTER-CEPTED HER...
"... AND SHE BLEW IT OUT OF SPACE.

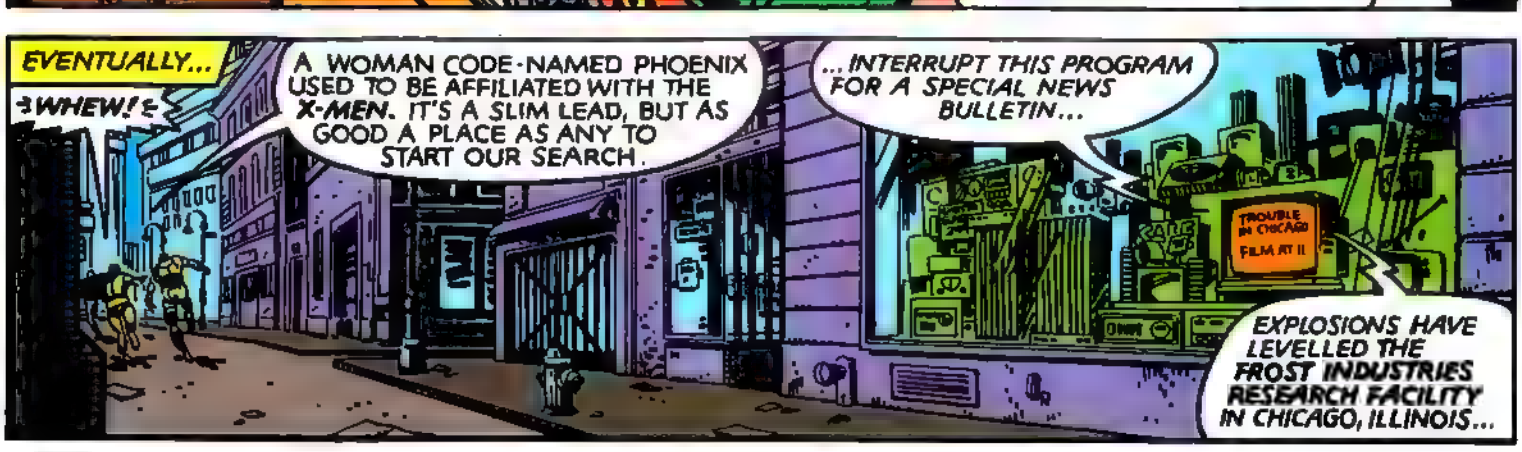
LILANDRA PLEDGED TO END THE THREAT OF PHOENIX FOREVER. SOON AFTER, SHE REPORTED THE EVIL ONE SLAIN.
RAVEN'S DREAM INDICATES OTHERWISE.
MY FRIENDS, THE CHAOS-BRINGER MUST BE FOUND. SHE MUST BE DESTROYED!

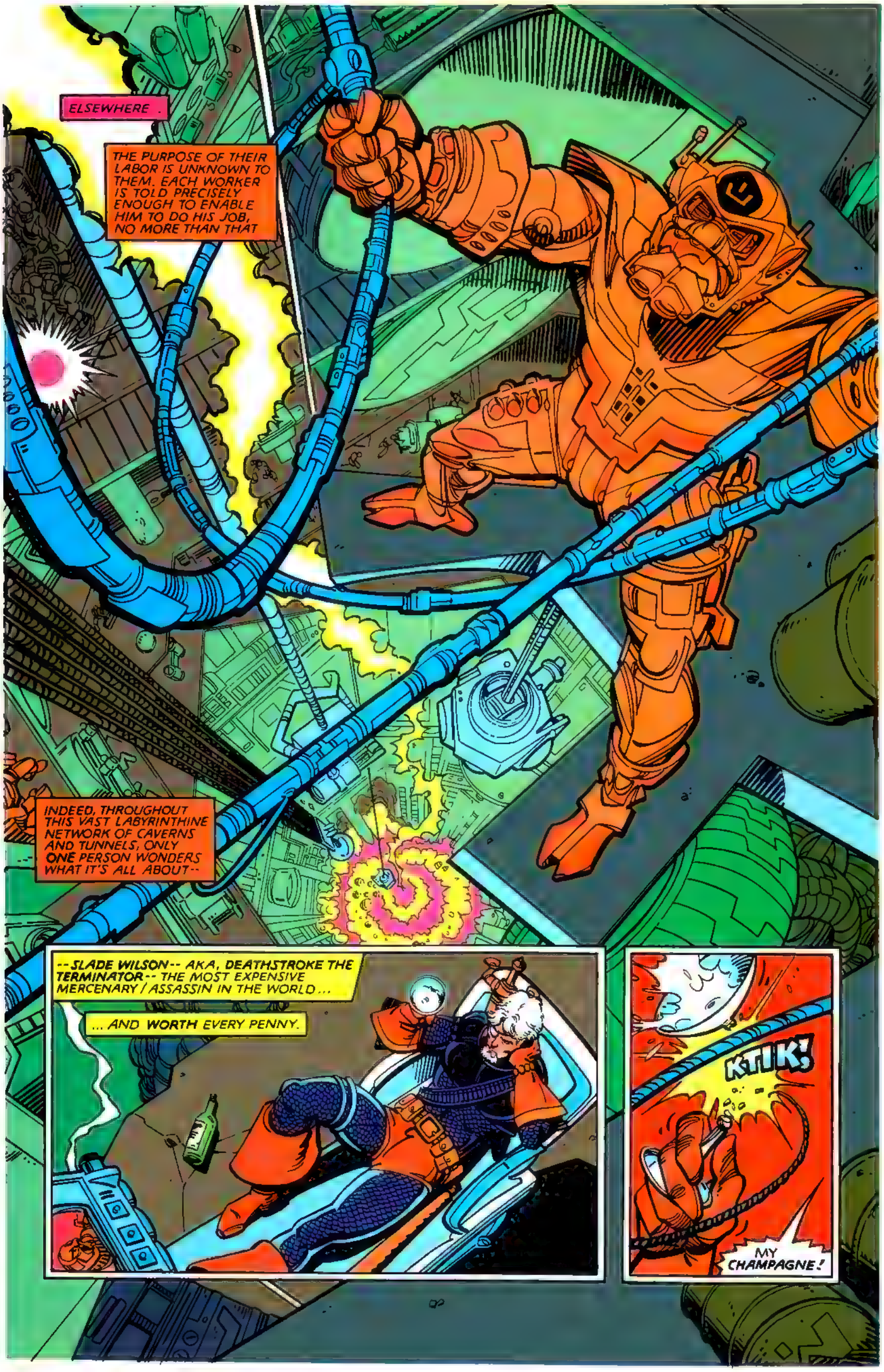

KORIAND'R, YOUR RAGE, YOUR HATRED-- THEY ARE AGONY TO ME!
FORGIVE ME, RAVEN. WE OF TAMARAN ARE A PASSIONATE RACE. OUR EMOTIONS ARE NOT EASILY CONTROLLED.
KORY, COSMIC MENACES ARE A LITTLE OUT OF THE TITANS' LEAGUE. PERHAPS WE SHOULD NOTIFY THE JUSTICE LEAGUE OR THE AVENGERS...?

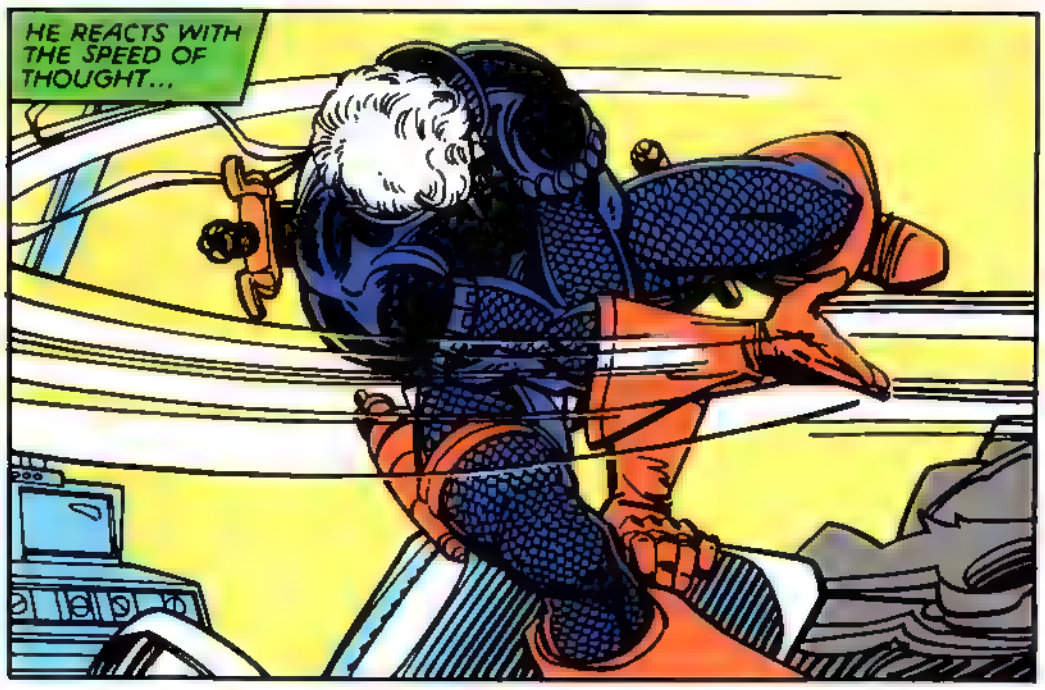
AND WHAT ABOUT THE TERMINATOR?! IF WONDER GIRL'S FELLOW AMAZONS HADN'T SAVED ME, I'D BE DEAD NOW, THANKS TO HIM!
BUT YOU ARE ALIVE, GAR. THE PEOPLE OF D'BARI ARE NOT.
IF PHOENIX IS LEFT UNCHECKED, ENTIRE PLANETS WILL DIE. PERHAPS EVEN-- THE UNIVERSE!

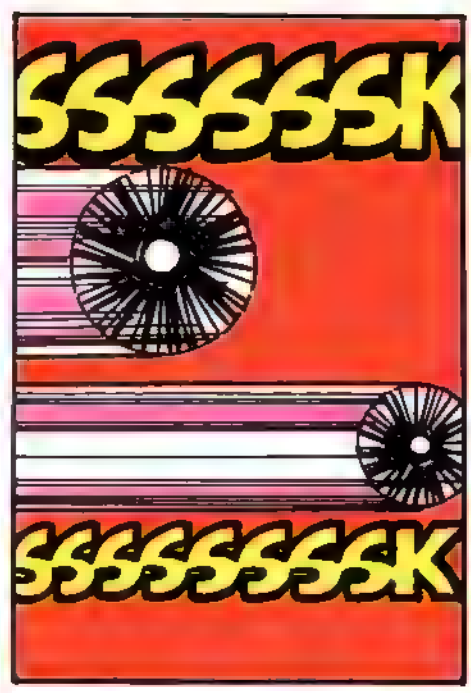

I ASK YOUR HELP. SHOULD YOU DENY ME, I'LL PROCEED ON MY OWN.
WE'RE TITANS, STARFIRE. WE STICK TOGETHER. WE'LL TRACK DOWN PHOENIX!
IF WE FIND HER, FINE. IF NOT, WE TACKLE THE TERMINATOR. FAIR ENOUGH?

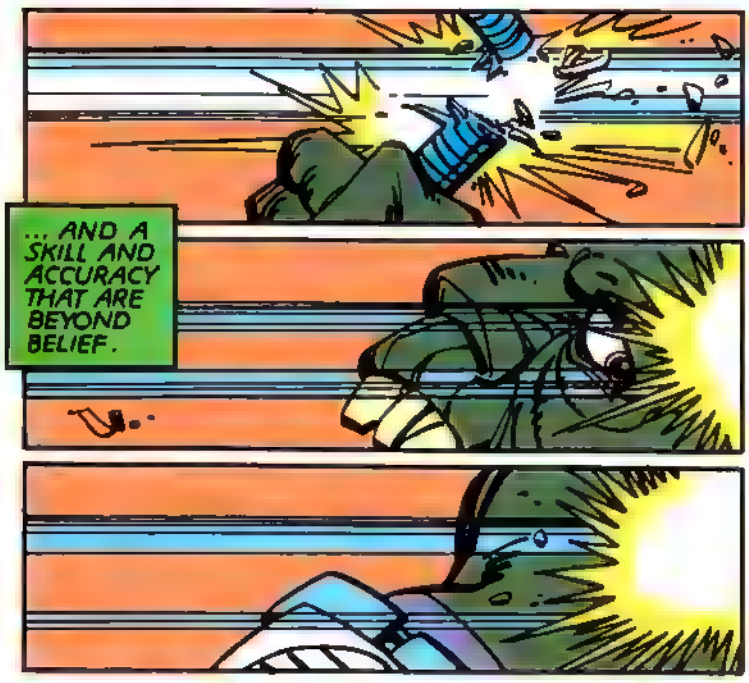

I ACCEPT YOUR TERMS, ROBIN, AND THANK YOU--
--WITH ALL MY HEART!
mmmmmmMMMM??!!!
FIGURES. I'M THE ONE THE TERMINATOR ALMOST KILLED.
ROBIN'S THE ONE WHO GETS KISSED.
THEY DON'T CALL HIM THE "TEEN WONDER" FOR NOTHING.


EVENTUALLY...
WHEW!
A WOMAN CODE-NAMED PHOENIX USED TO BE AFFILIATED WITH THE X-MEN. IT'S A SLIM LEAD, BUT AS GOOD A PLACE AS ANY TO START OUR SEARCH.
...INTERRUPT THIS PROGRAM FOR A SPECIAL NEWS BULLETIN...
EXPLOSIONS HAVE LEVELLED THE FROST INDUSTRIES RESEARCH FACILITY IN CHICAGO, ILLINOIS...

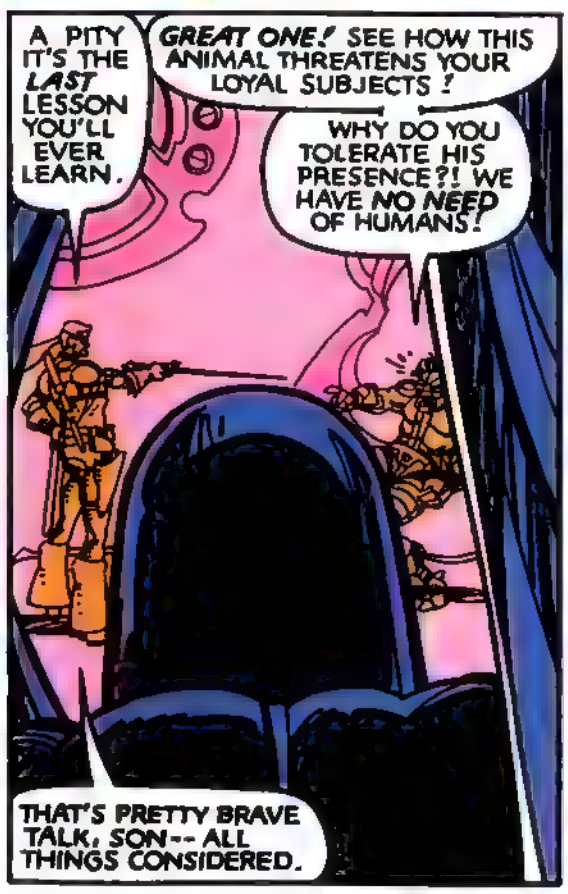

ELSEWHERE .
THE PURPOSE OF THEIR LABOR IS UNKNOWN TO THEM. EACH WORKER IS TOLD PRECISELY ENOUGH TO ENABLE HIM TO DO HIS JOB, NO MORE THAN THAT
INDEED, THROUGHOUT THIS VAST LABYRINTHINE NETWORK OF CAVERNS AND TUNNELS, ONLY ONE PERSON WONDERS WHAT IT'S ALL ABOUT--
--SLADE WILSON-- AKA, DEATHSTROKE THE TERMINATOR-- THE MOST EXPENSIVE MERCENARY / ASSASSIN IN THE WORLD...
... AND WORTH EVERY PENNY.
KTIK!
MY CHAMPAGNE!

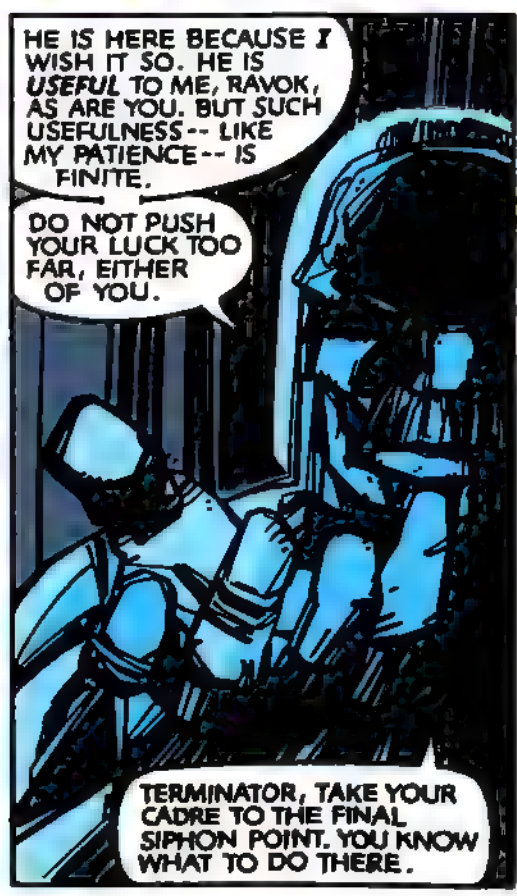

HE REACTS WITH THE SPEED OF THOUGHT...

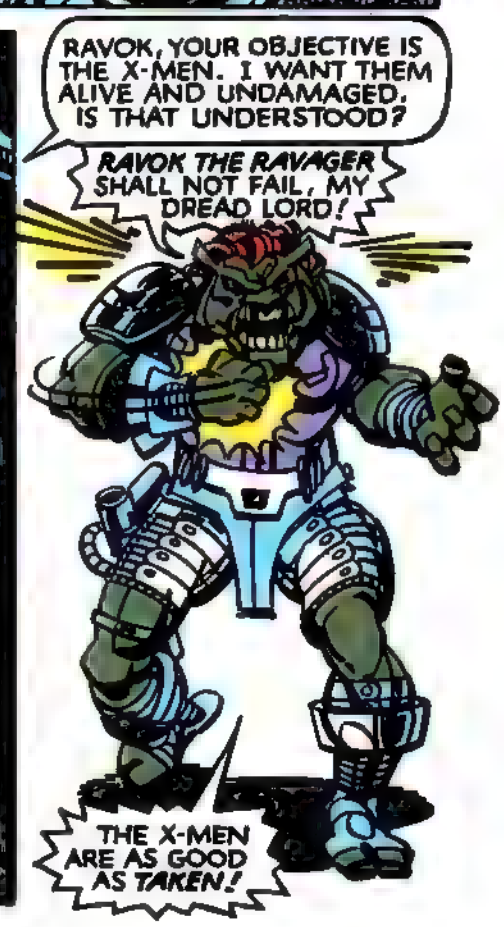

SSSSSSK
SSSSSSSSK


... AND A SKILL AND ACCURACY THAT ARE BEYOND BELIEF.

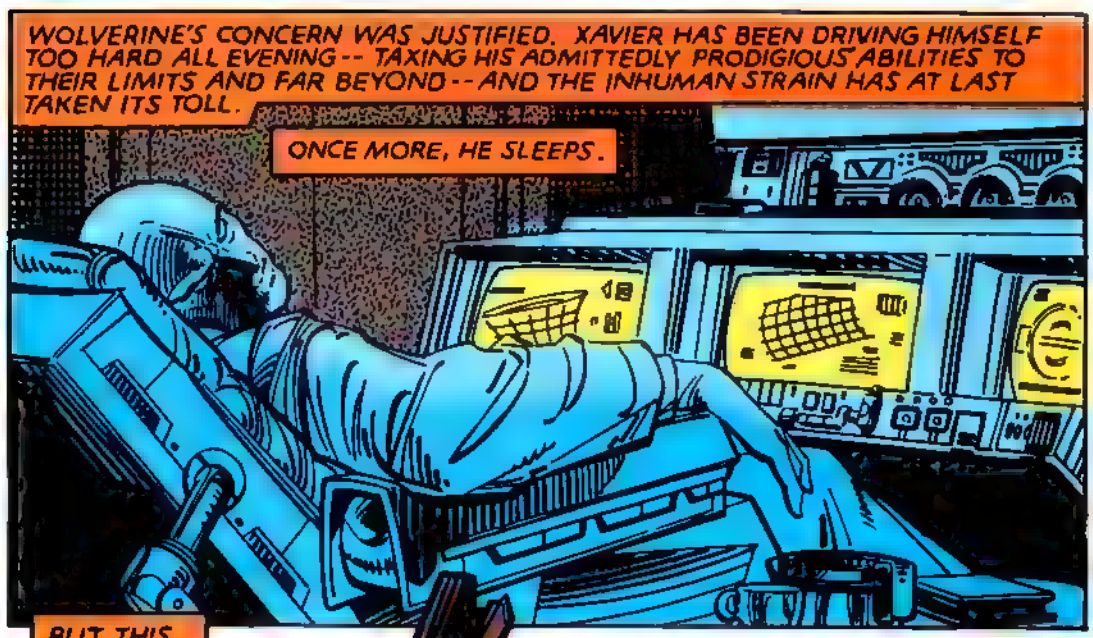
THAT WAS MY LAST BOTTLE OF DOM PERIGNON, '71. IT'S IRREPLACEABLE.
PEACE, HUMAN. I WAS-- heh, heh -- MERELY CURIOUS TO DISCOVER HOW FORMIDABLE YOU -- heh, heh -- TRULY ARE.
NOW YOU KNOW.


A PITY IT'S THE LAST LESSON YOU'LL EVER LEARN.
GREAT ONE! SEE HOW THIS ANIMAL THREATENS YOUR LOYAL SUBJECTS!
WHY DO YOU TOLERATE HIS PRESENCE?! WE HAVE NO NEED OF HUMANS!
THAT'S PRETTY BRAVE TALK, SON-- ALL THINGS CONSIDERED.


HE IS HERE BECAUSE I WISH IT SO. HE IS USEFUL TO ME, RAVOK, AS ARE YOU. BUT SUCH USEFULNESS -- LIKE MY PATIENCE -- IS FINITE.
DO NOT PUSH YOUR LUCK TOO FAR, EITHER OF YOU.
TERMINATOR, TAKE YOUR CADRE TO THE FINAL SIPHON POINT. YOU KNOW WHAT TO DO THERE.

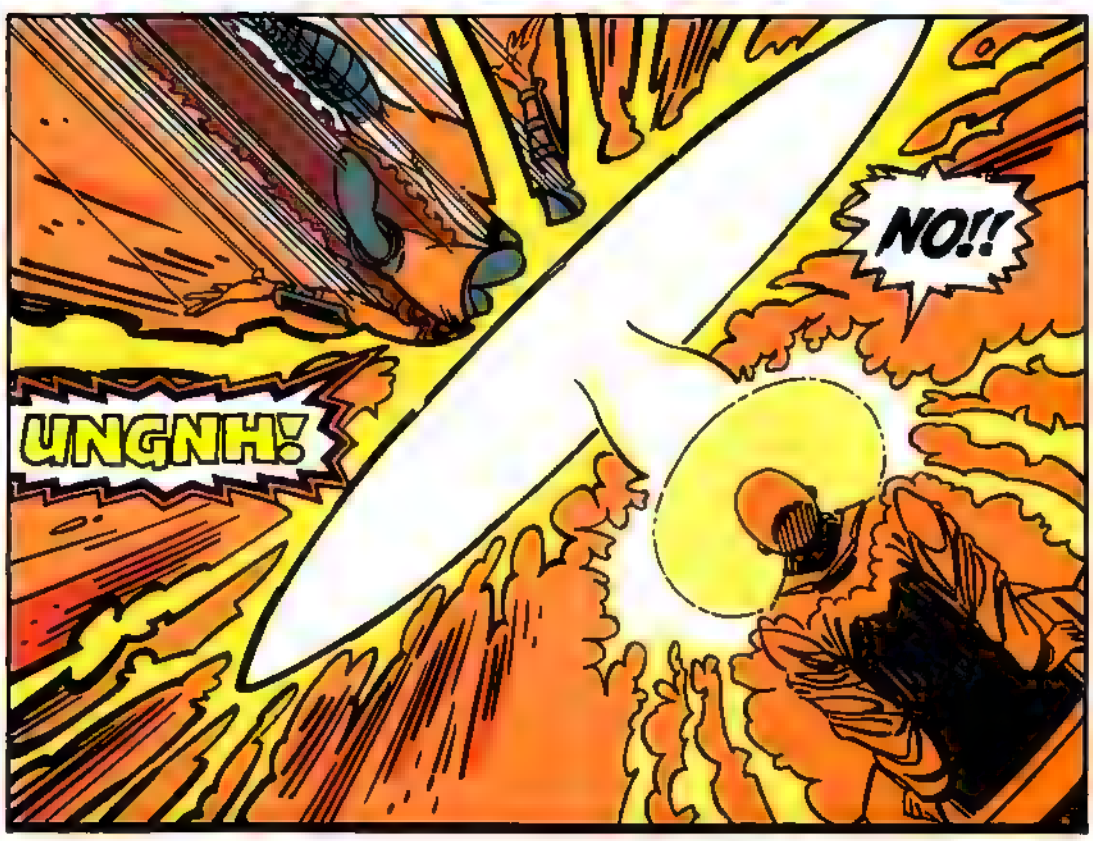

RAVOK, YOUR OBJECTIVE IS THE X-MEN. I WANT THEM ALIVE AND UNDAMAGED. IS THAT UNDERSTOOD?
RAVOK THE RAVAGER SHALL NOT FAIL, MY DREAD LORD!
THE X-MEN ARE AS GOOD AS TAKEN!

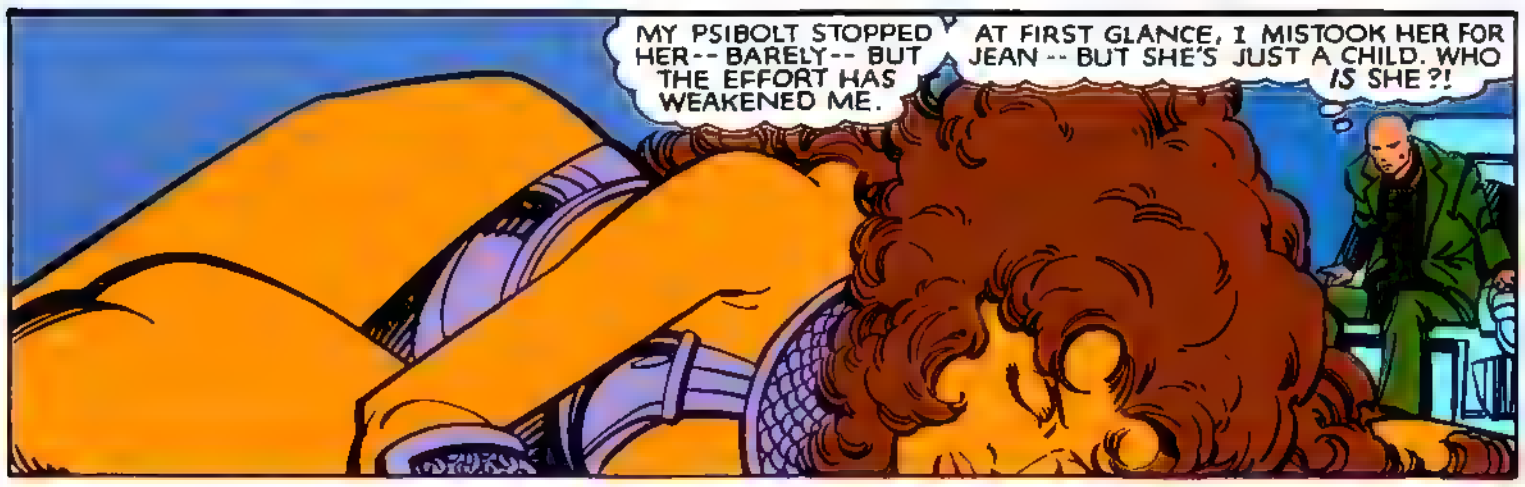
THE X-MANSION...
...WITHIN THE HOUR...

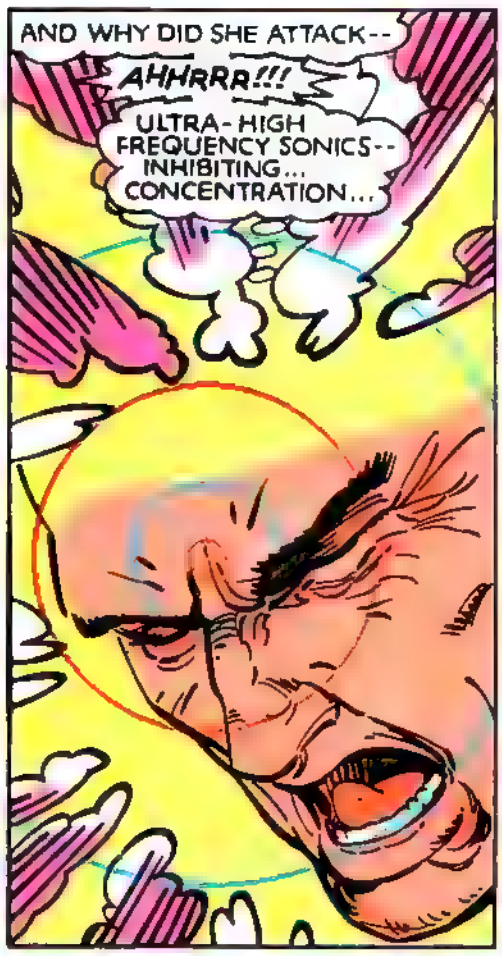

WOLVERINE'S CONCERN WAS JUSTIFIED. XAVIER HAS BEEN DRIVING HIMSELF TOO HARD ALL EVENING -- TAXING HIS ADMITTEDLY PRODIGIOUS ABILITIES TO THEIR LIMITS AND FAR BEYOND -- AND THE INHUMAN STRAIN HAS AT LAST TAKEN ITS TOLL.
ONCE MORE, HE SLEEPS.

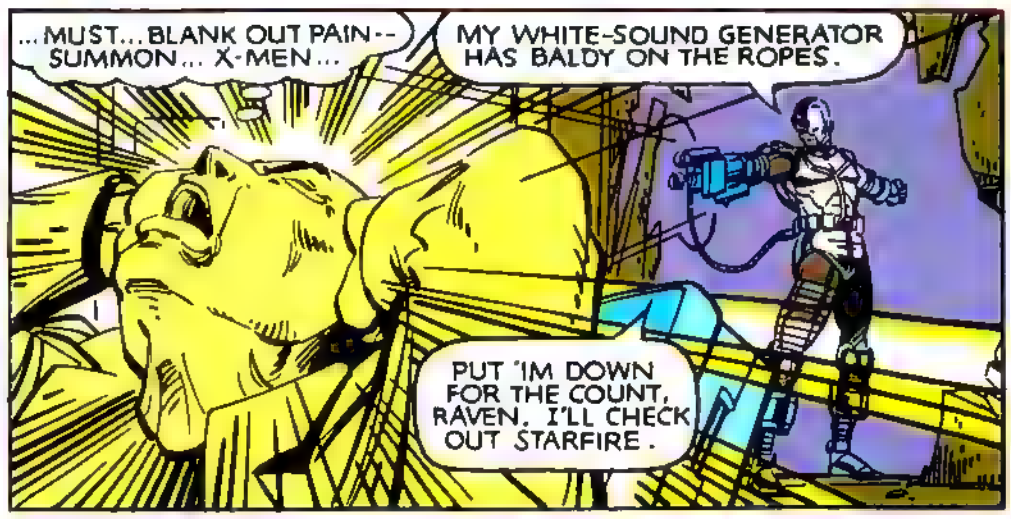
BUT THIS TIME, HE REMAINS ON GUARD.
WHO--?!

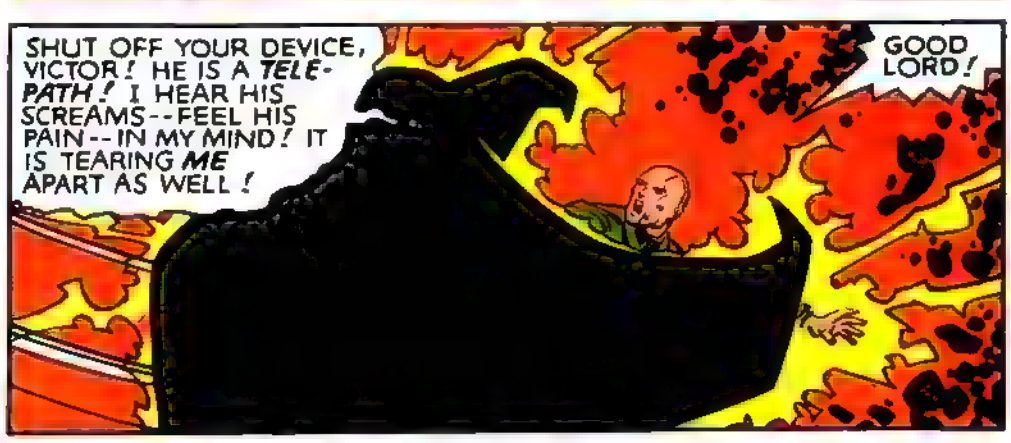
YOUR REIGN OF TERROR IS OVER, EVIL ONE!
THE MOMENT OF YOUR DEATH IS AT HAND!
KRAKOW!


NO!!
UNGNH!

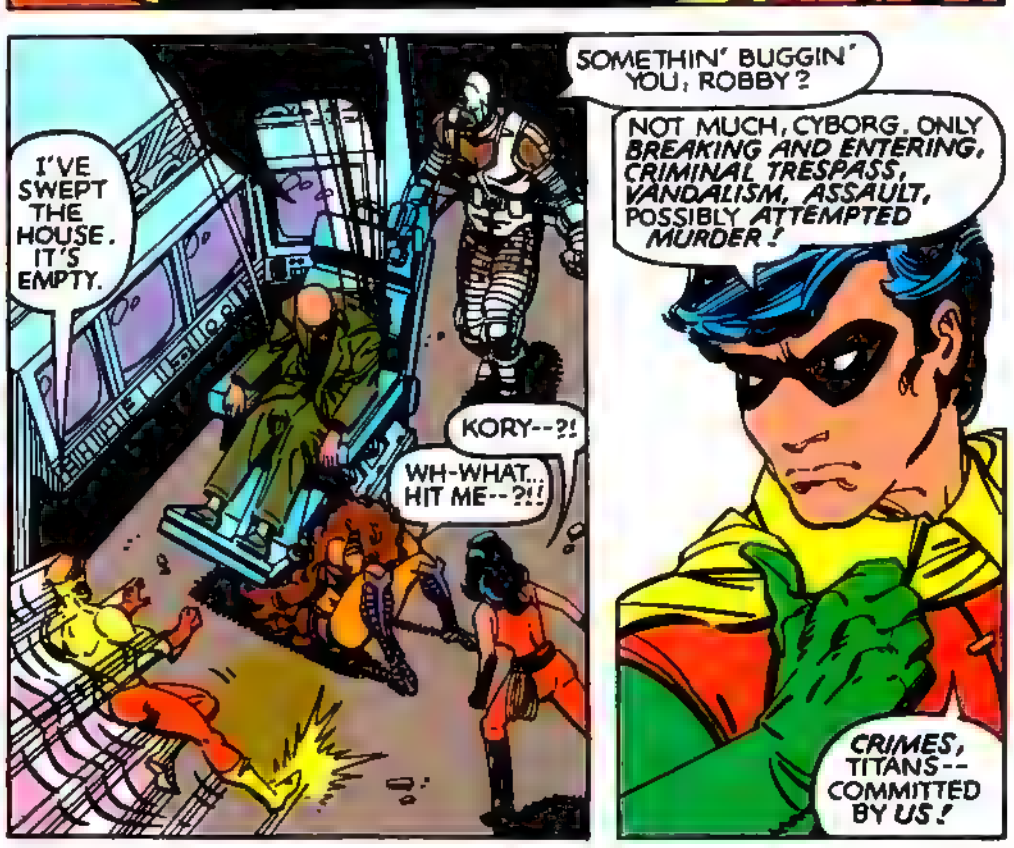

MY PSIBOLT STOPPED HER -- BARELY -- BUT THE EFFORT HAS WEAKENED ME.
AT FIRST GLANCE, I MISTOOK HER FOR JEAN -- BUT SHE'S JUST A CHILD. WHO IS SHE ?!


AND WHY DID SHE ATTACK --
AHHRRR!!!
ULTRA-HIGH FREQUENCY SONICS -- INHIBITING... CONCENTRATION...


...MUST... BLANK OUT PAIN -- SUMMON... X-MEN...
MY WHITE-SOUND GENERATOR HAS BALDY ON THE ROPES.
PUT 'IM DOWN FOR THE COUNT, RAVEN. I'LL CHECK OUT STARFIRE.

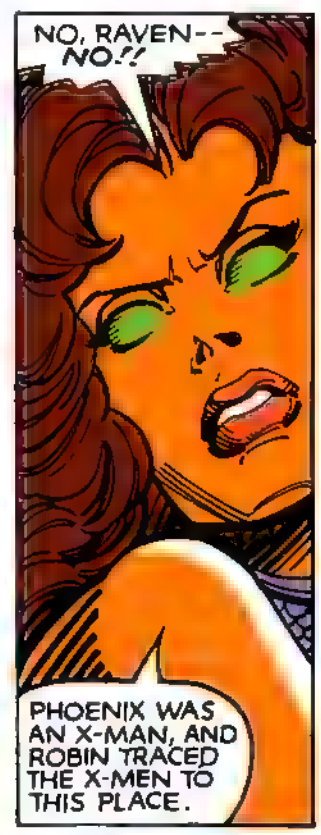

SHUT OFF YOUR DEVICE, VICTOR! HE IS A TELE-PATH! I HEAR HIS SCREAMS -- FEEL HIS PAIN -- IN MY MIND! IT IS TEARING ME APART AS WELL!
GOOD LORD!

YOU UNDER-ESTIMATE OUR FOE, MY FRIEND. HIS WILL IS STRONG. EVEN NOW, HE RESISTS YOUR ASSAULT, AND MINE.
BUT EVEN SUCH POWER AS HIS CANNOT RESIST MY SOUL-SELF.

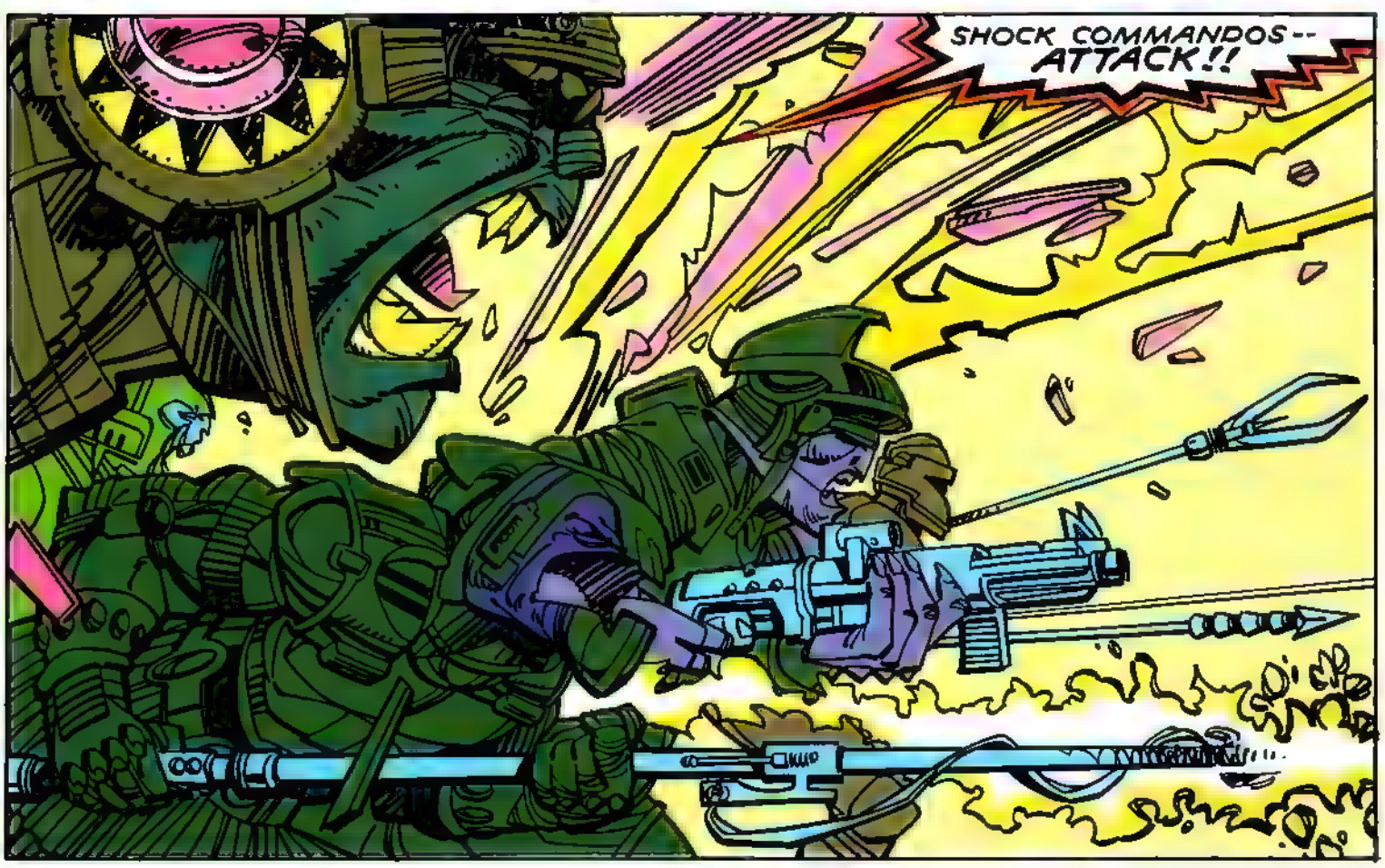

I'VE SWEPT THE HOUSE. IT'S EMPTY.
KORY --?!
WH-WHAT... HIT ME --?!!
SOMETHIN' BUGGIN' YOU, ROBBY?
NOT MUCH, CYBORG. ONLY BREAKING AND ENTERING, CRIMINAL TRESPASS, VANDALISM, ASSAULT, POSSIBLY ATTEMPTED MURDER!
CRIMES, TITANS -- COMMITTED BY US!

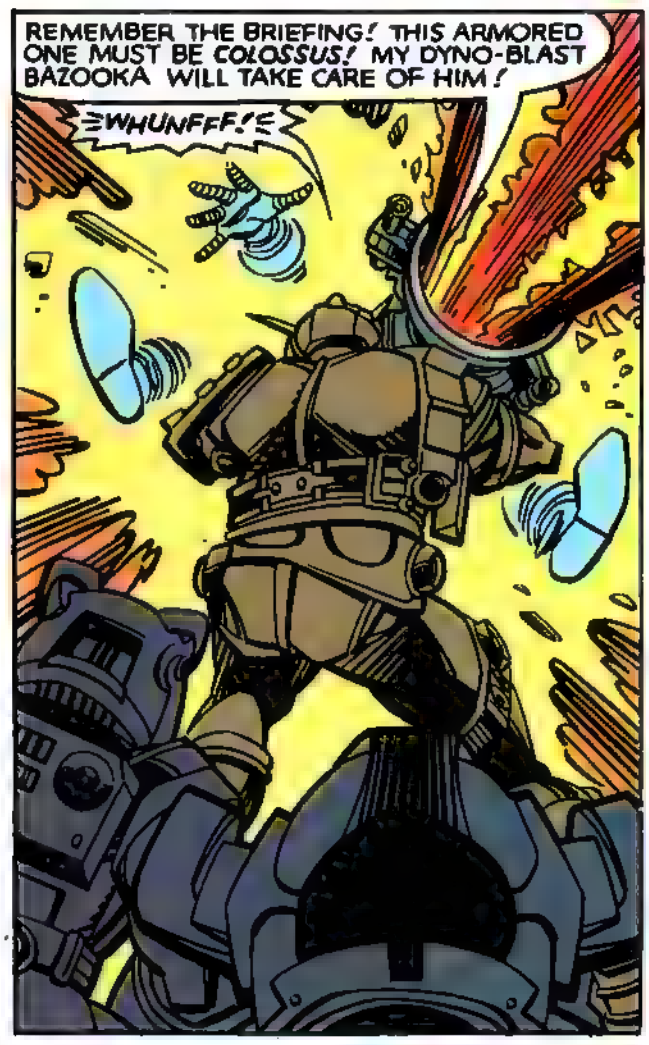
PEOPLE, BEING TEEN TITANS DOESN'T GIVE US ANY SPECIAL STATUS. WE HAVE TO OBEY THE LAW JUST LIKE EVERYONE ELSE. AND PLAY BY THE RULES.
KORY, YOU CAN'T SIMPLY SMASH INTO PEOPLE'S HOMES AND ATTACK THEM LIKE YOU DID. IN THIS LAND, A PERSON IS INNOCENT UNTIL *PROVEN* GUILTY.
OUR WAYS MAY SEEM STRANGE-- EVEN FOOLISH-- TO YOU, BUT IF YOU WANT TO REMAIN A TITAN, YOU HAVE TO HONOR THEM.

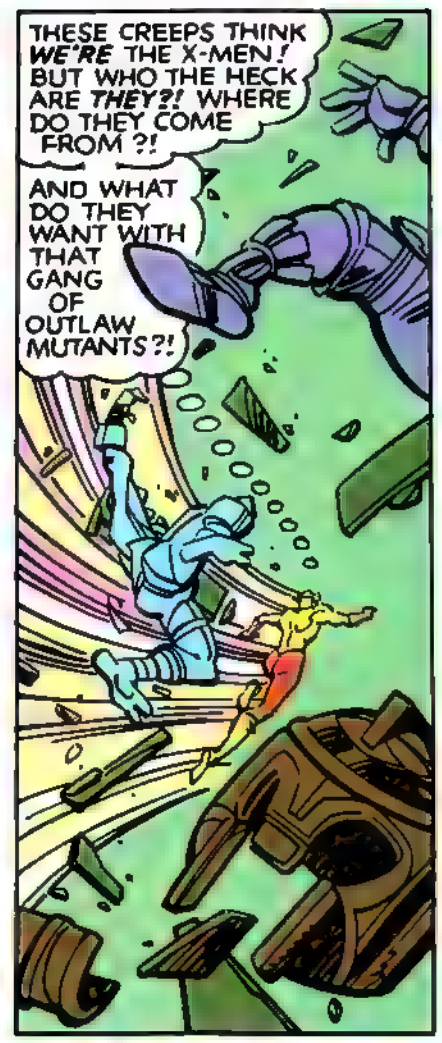
RICHARD, I SENSE NO EVIL IN THIS MAN-- ONLY A DEEP, ABIDING SADNESS. THOSE SAME EMOTIONS PERMEATE THE HOUSE.
COULD WE HAVE MADE A MISTAKE?


NO, RAVEN-- *NO!!*
PHOENIX WAS AN X-MAN, AND ROBIN TRACED THE X-MEN TO THIS PLACE.

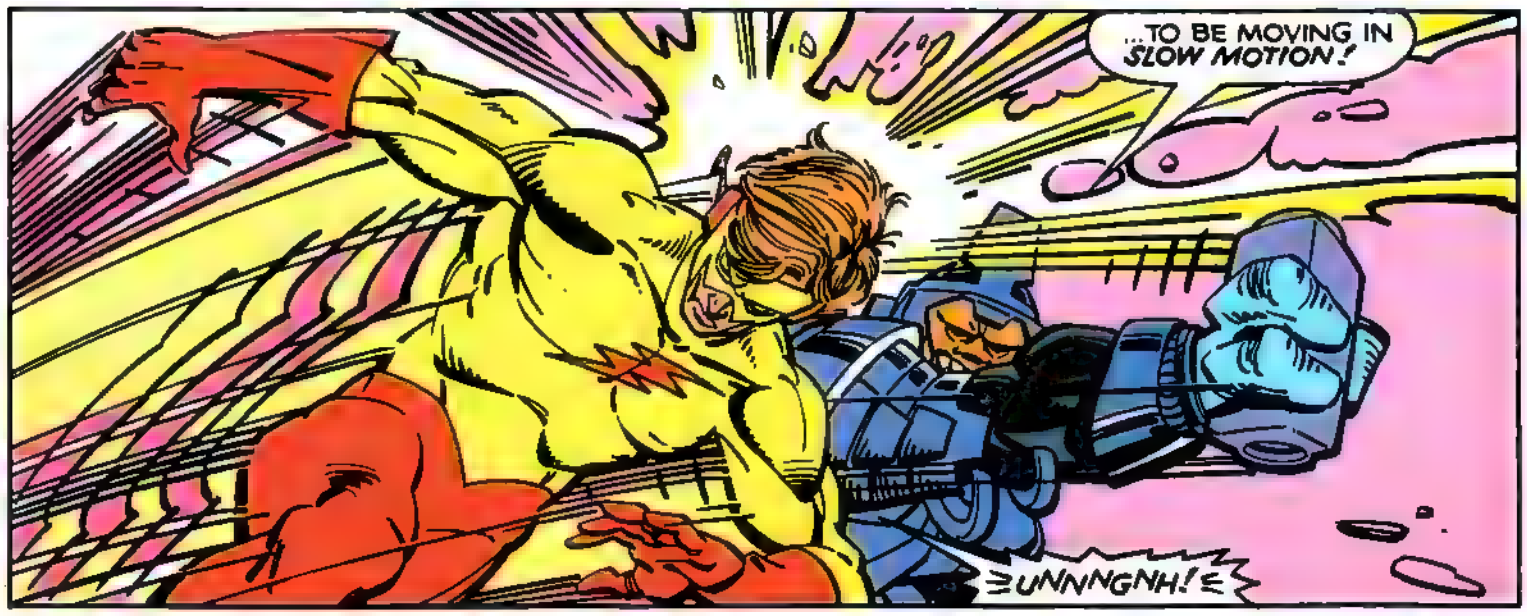
BOOM!
BUT, KORY, THAT'S NO REASON TO ASSUME...
WHAT THE BLAZES--?!?

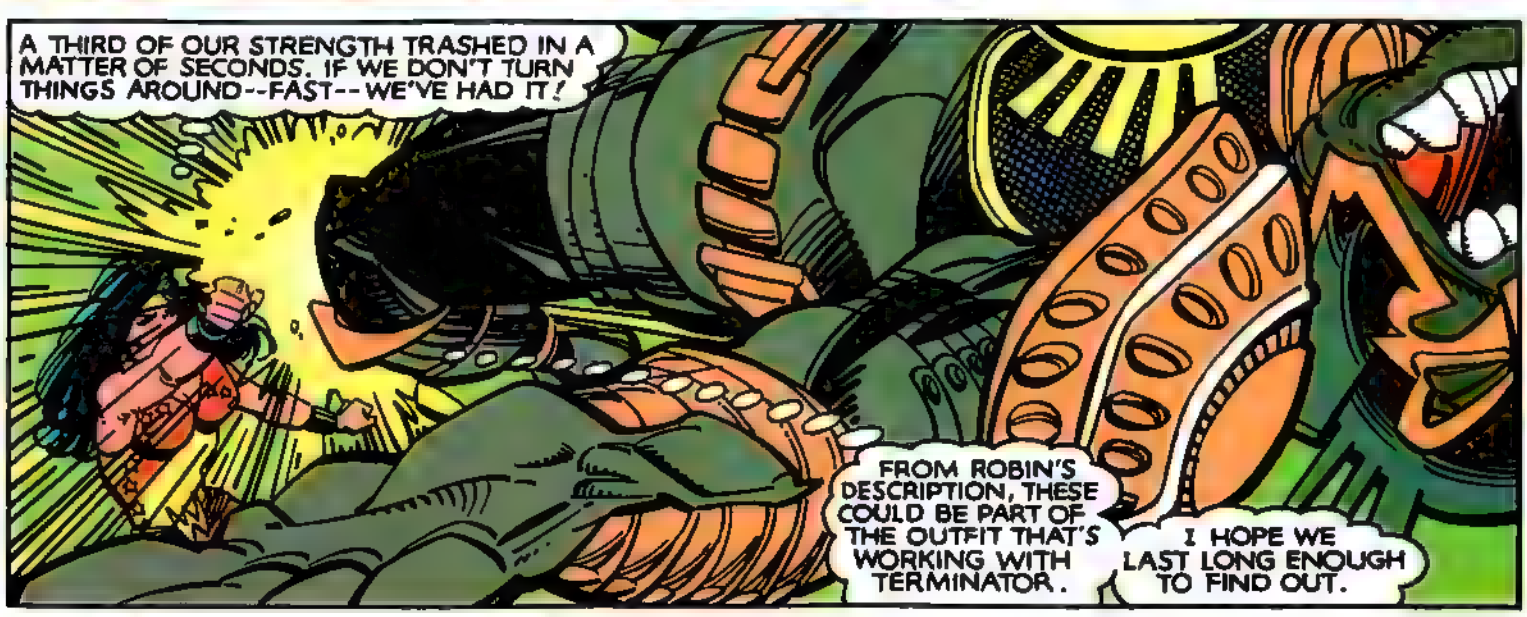

SHOCK COMMANDOS-- *ATTACK!!*

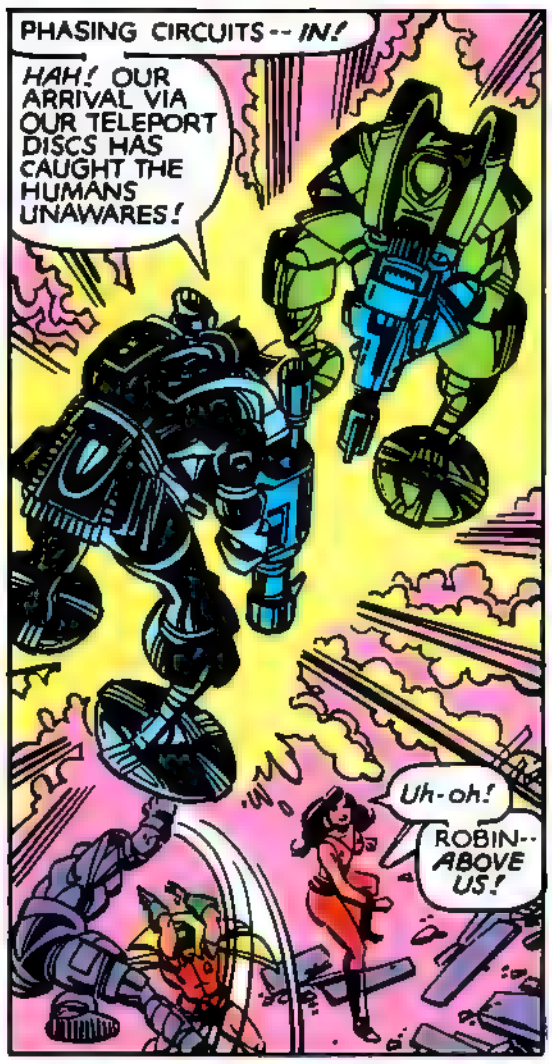

REMEMBER THE BRIEFING! THIS ARMORED ONE MUST BE COLOSSUS! MY DYNO-BLAST BAZOOKA WILL TAKE CARE OF HIM!
WHUNFFF!

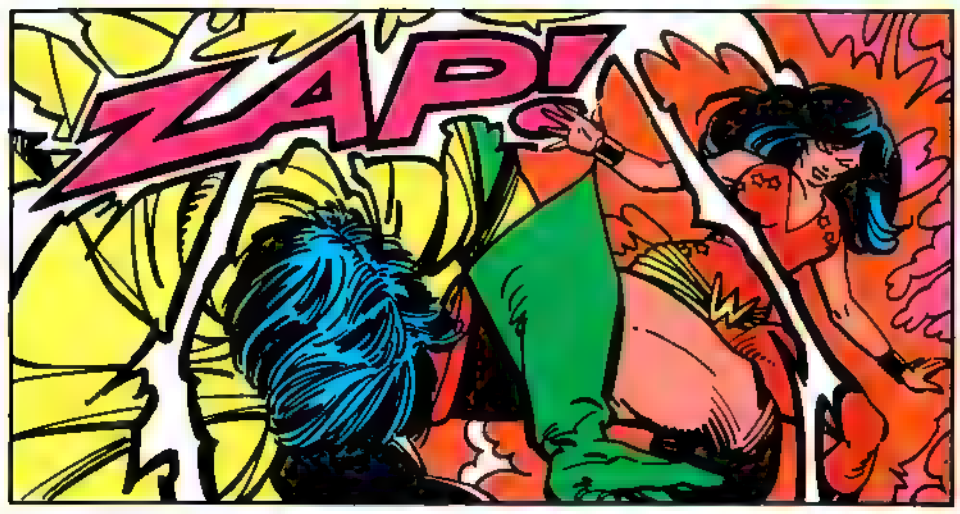

THESE CREEPS THINK WE'RE THE X-MEN! BUT WHO THE HECK ARE THEY?! WHERE DO THEY COME FROM?!
AND WHAT DO THEY WANT WITH THAT GANG OF OUTLAW MUTANTS?!

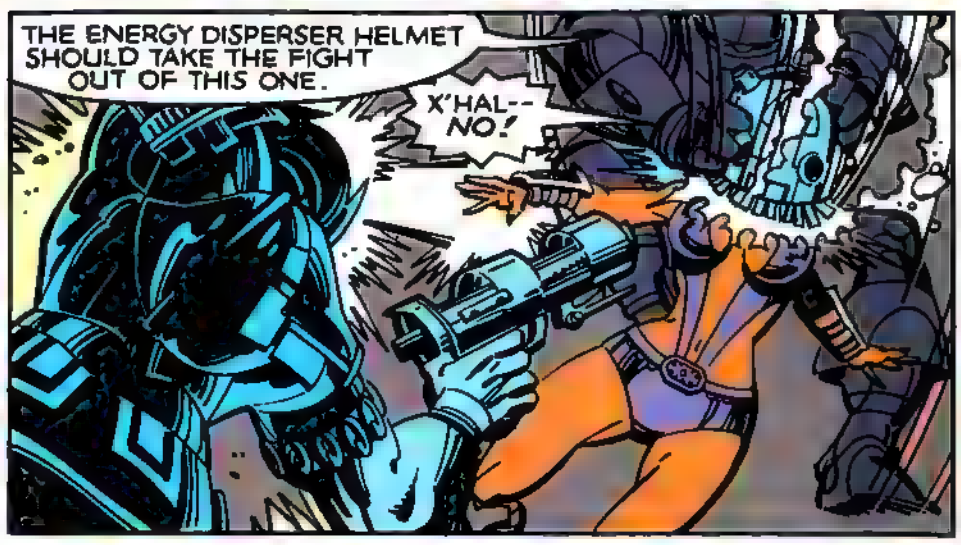
A SPEEDSTER! THE TAPES MADE NO MENTION OF HIM. HE MUST BE A RECENT ARRIVAL.
NO MATTER. WITH THE TWIST OF A DIAL, I CAN INCREASE THE EFFICIENCY OF MY BATTLESUIT TO THE POINT WHERE THE YOUTH NOW APPEARS TO ME...


...TO BE MOVING IN SLOW MOTION!
UNNNGNH!


A THIRD OF OUR STRENGTH TRASHED IN A MATTER OF SECONDS. IF WE DON'T TURN THINGS AROUND--FAST--WE'VE HAD IT!
FROM ROBIN'S DESCRIPTION, THESE COULD BE PART OF THE OUTFIT THAT'S WORKING WITH TERMINATOR.
I HOPE WE LAST LONG ENOUGH TO FIND OUT.

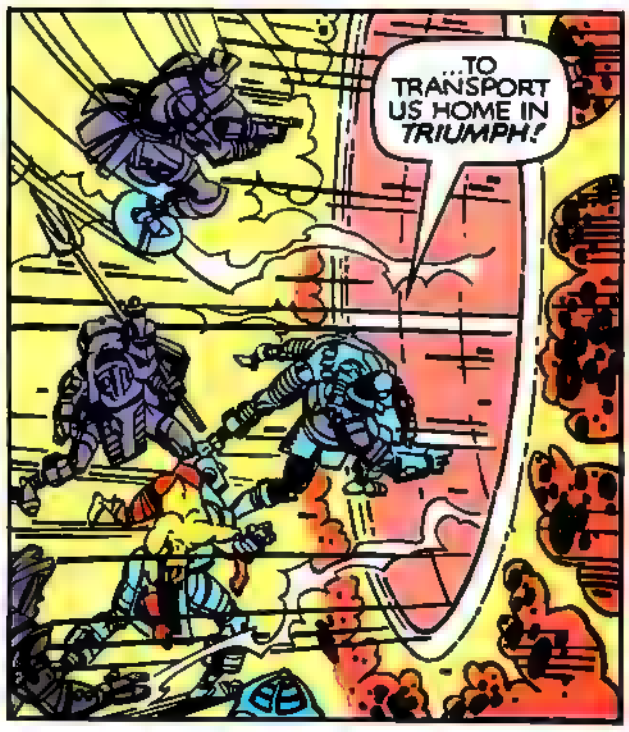

PHASING CIRCUITS -- IN!
HAH! OUR ARRIVAL VIA OUR TELEPORT DISCS HAS CAUGHT THE HUMANS UNAWARES!
Uh-oh!
ROBIN-- ABOVE US!


ZAP!

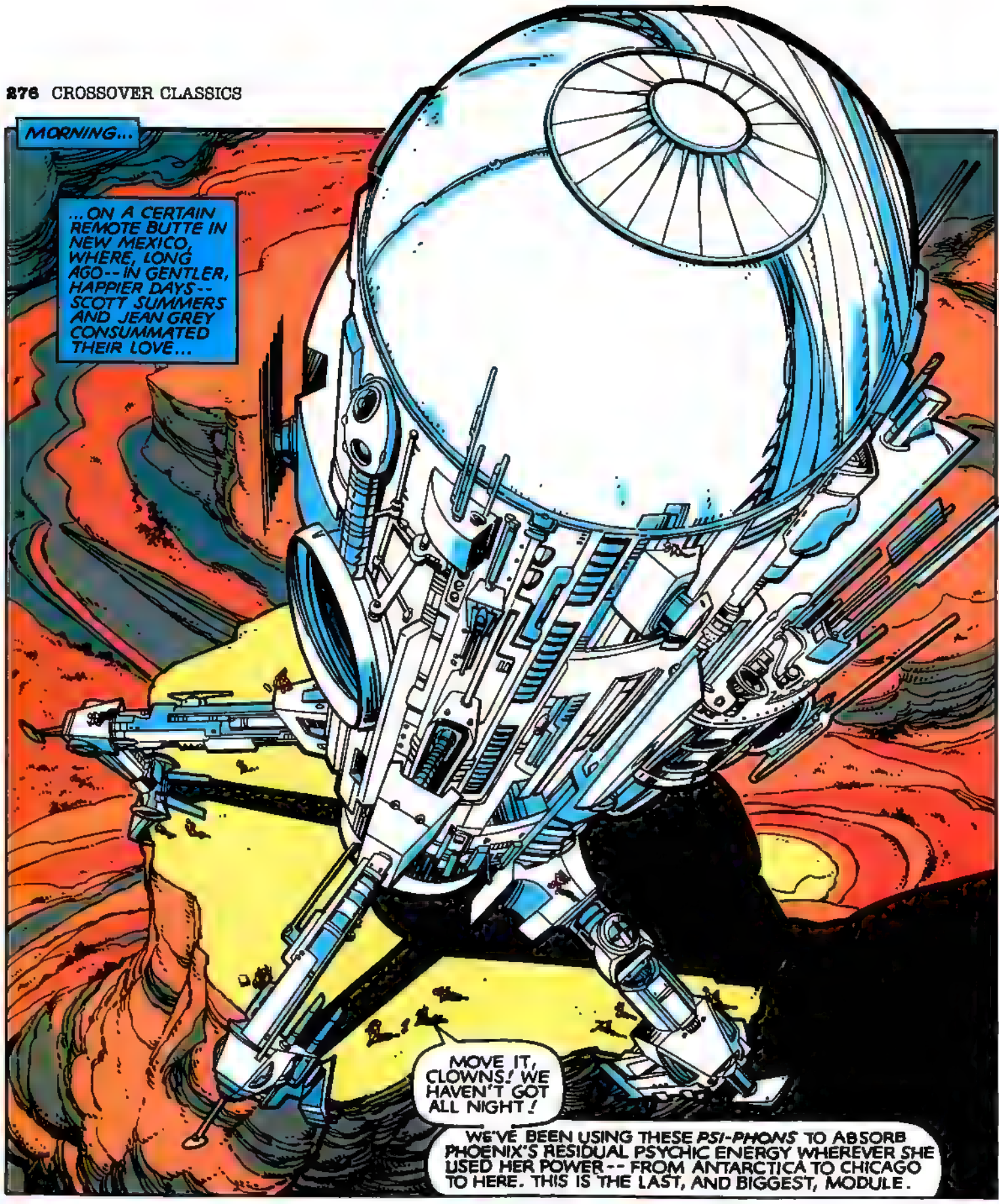

THE ENERGY DISPERSER HELMET SHOULD TAKE THE FIGHT OUT OF THIS ONE.
X'HAL-- NO!

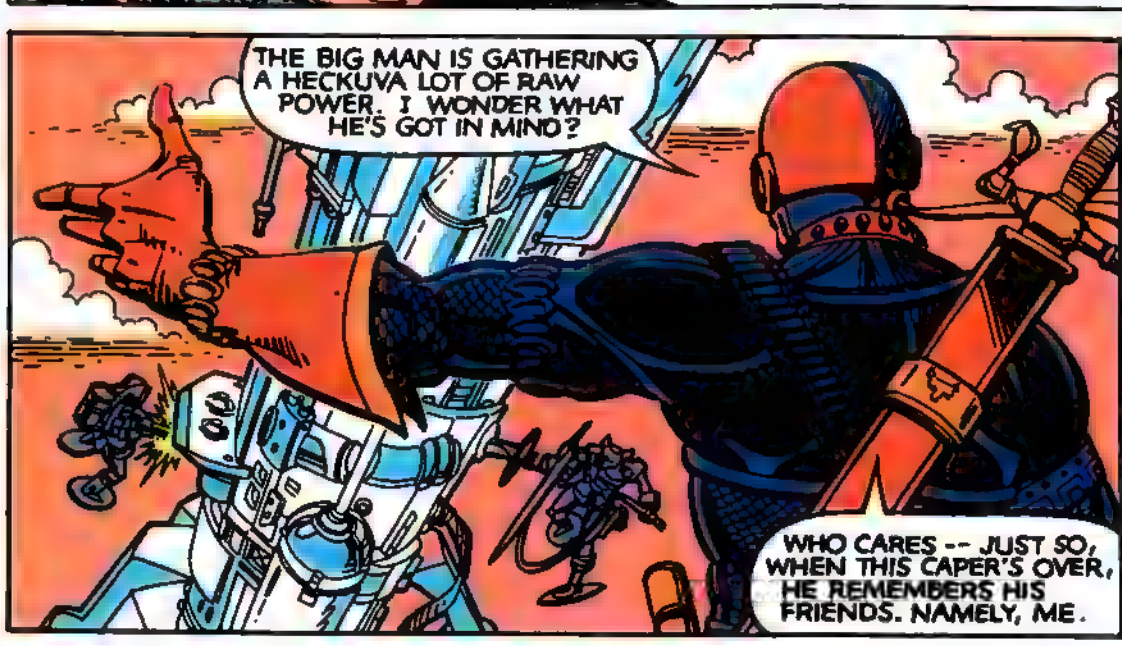
WE ARE BEATEN! BUT--SO QUICKLY, SO EASILY! I MUST SEND MY SOUL-SELF TO SUMMON--
--ARRRGH!

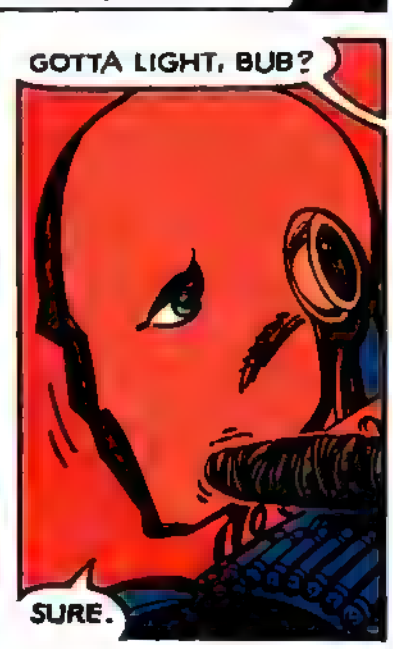
MY ELECTRO-LANCE NEUTRALIZED THE LAST OF THEM. COLLECT THE PRISONERS...
...WHILE I SUMMON THE BOOM TUBE...

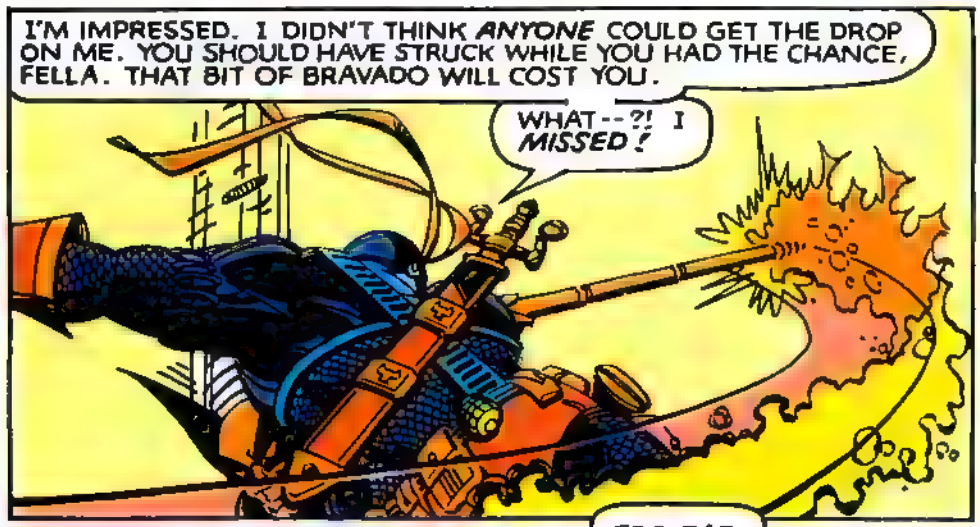

...TO TRANSPORT US HOME IN TRIUMPH!

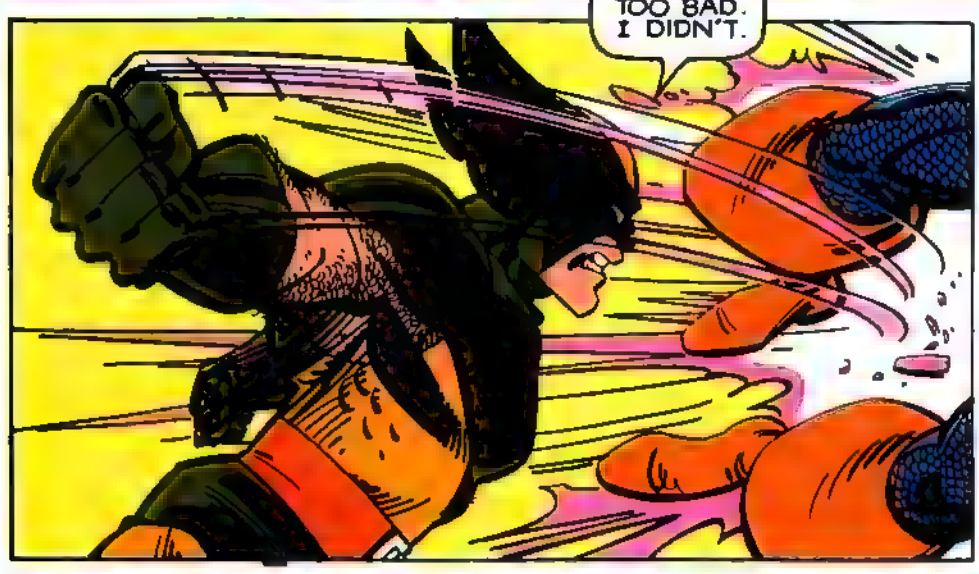
IN THE CONFUSION, THEY MISSED ME--BUT WHAT CAN I DO?!
WAITAMINNIT! I'M A SHAPE-CHANGER. I CAN'T MIMIC PEOPLE, ONLY ANIMALS--BUT SINCE THESE CREEPS AREN'T HUMAN, I MAY BE ABLE TO DO IT. I'LL TAG ALONG, LEARN ALL I CAN, TRY TO FREE THE OTHERS...
THE STRAIN IS MURDEROUS, BUT BECAUSE GAR LOGAN IS A HERO, HE ENDURES-- AND HURRIES TO JOIN THE COMMANDO TEAM AS THEY VANISH FROM THE EARTH.

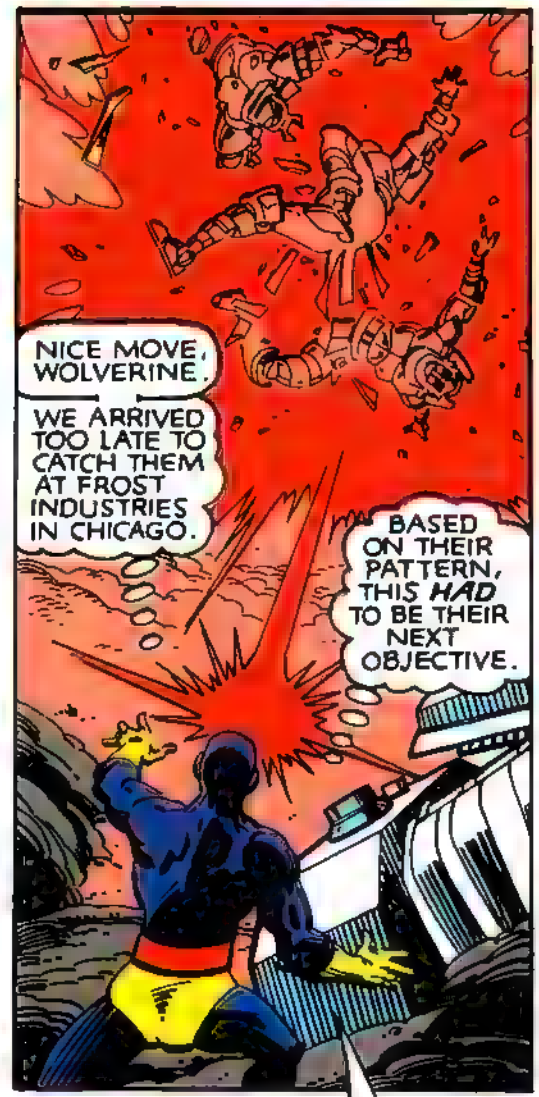

MORNING...
...ON A CERTAIN REMOTE BUTTE IN NEW MEXICO, WHERE, LONG AGO-- IN GENTLER, HAPPIER DAYS-- SCOTT SUMMERS AND JEAN GREY CONSUMMATED THEIR LOVE...
MOVE IT, CLOWNS! WE HAVEN'T GOT ALL NIGHT!
WE'VE BEEN USING THESE PSI-PHONS TO ABSORB PHOENIX'S RESIDUAL PSYCHIC ENERGY WHEREVER SHE USED HER POWER-- FROM ANTARCTICA TO CHICAGO TO HERE. THIS IS THE LAST, AND BIGGEST, MODULE.

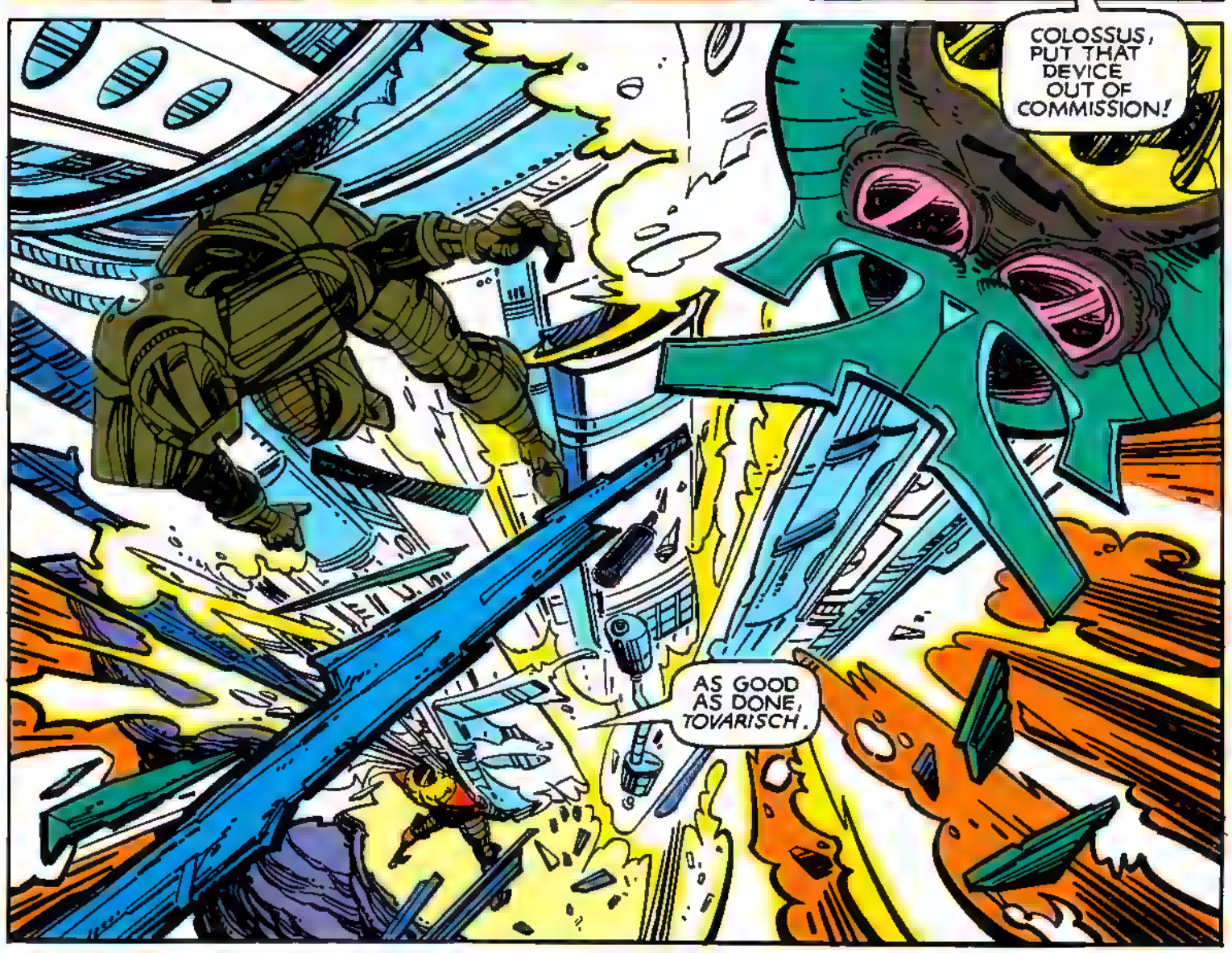

THE BIG MAN IS GATHERING A HECKUVA LOT OF RAW POWER. I WONDER WHAT HE'S GOT IN MIND?
WHO CARES -- JUST SO, WHEN THIS CAPER'S OVER, HE REMEMBERS HIS FRIENDS. NAMELY, ME.

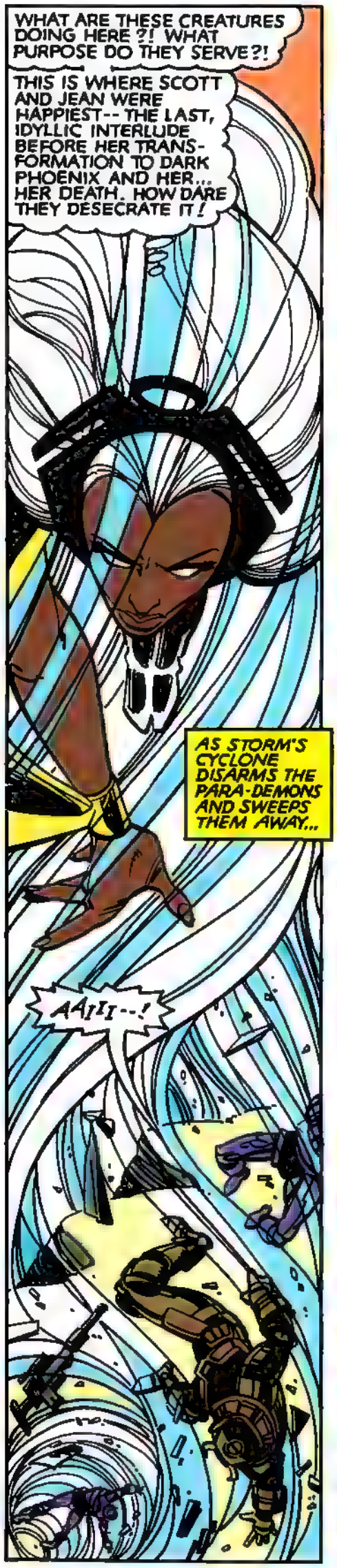

GOTTA LIGHT, BUB?
SURE.


I'M IMPRESSED. I DIDN'T THINK *ANYONE* COULD GET THE DROP ON ME. YOU SHOULD HAVE STRUCK WHILE YOU HAD THE CHANCE, FELLA. THAT BIT OF BRAVADO WILL COST YOU.
WHAT--?! I *MISSED!*


TOO BAD. I DIDN'T.

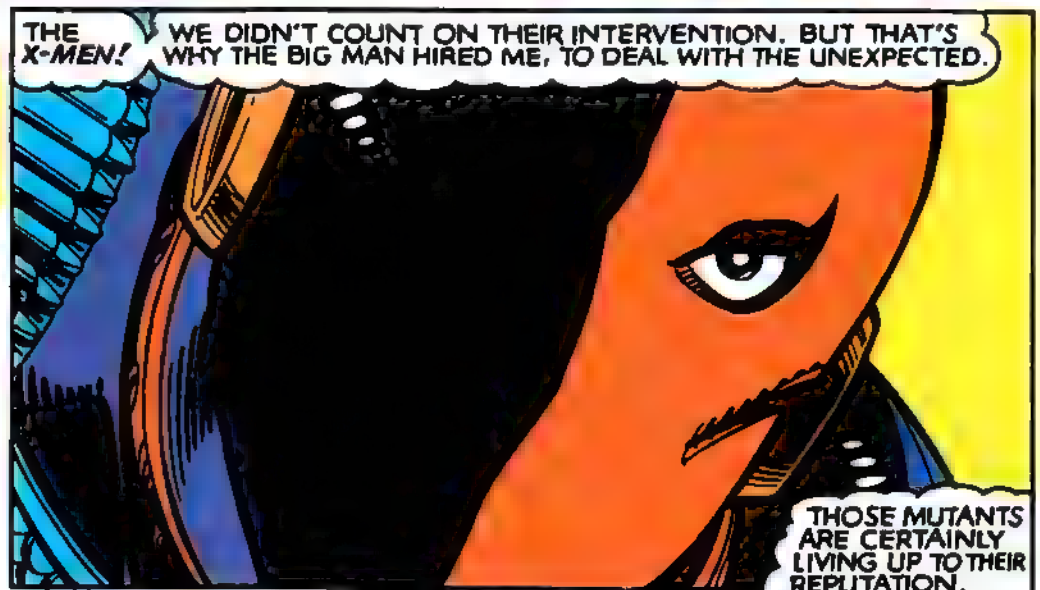

NICE MOVE, WOLVERINE.
WE ARRIVED TOO LATE TO CATCH THEM AT FROST INDUSTRIES IN CHICAGO.
BASED ON THEIR PATTERN, THIS *HAD* TO BE THEIR NEXT OBJECTIVE.

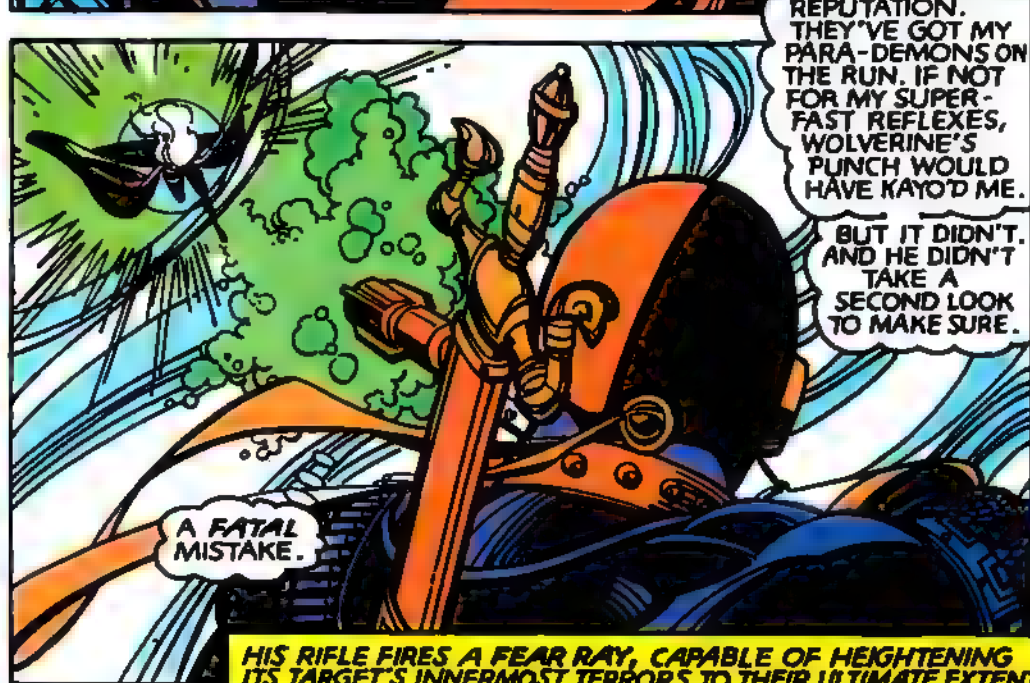

COLOSSUS, PUT THAT DEVICE OUT OF COMMISSION!
AS GOOD AS DONE, *TOVARISCH*.


WHAT ARE THESE CREATURES DOING HERE ?! WHAT PURPOSE DO THEY SERVE ?!
THIS IS WHERE SCOTT AND JEAN WERE HAPPIEST-- THE LAST, IDYLLIC INTERLUDE BEFORE HER TRANS-FORMATION TO DARK PHOENIX AND HER... HER DEATH. HOW DARE THEY DESECRATE IT!
AS STORM'S CYCLONE DISARMS THE PARA-DEMONS AND SWEEPS THEM AWAY...
AAIIII--!

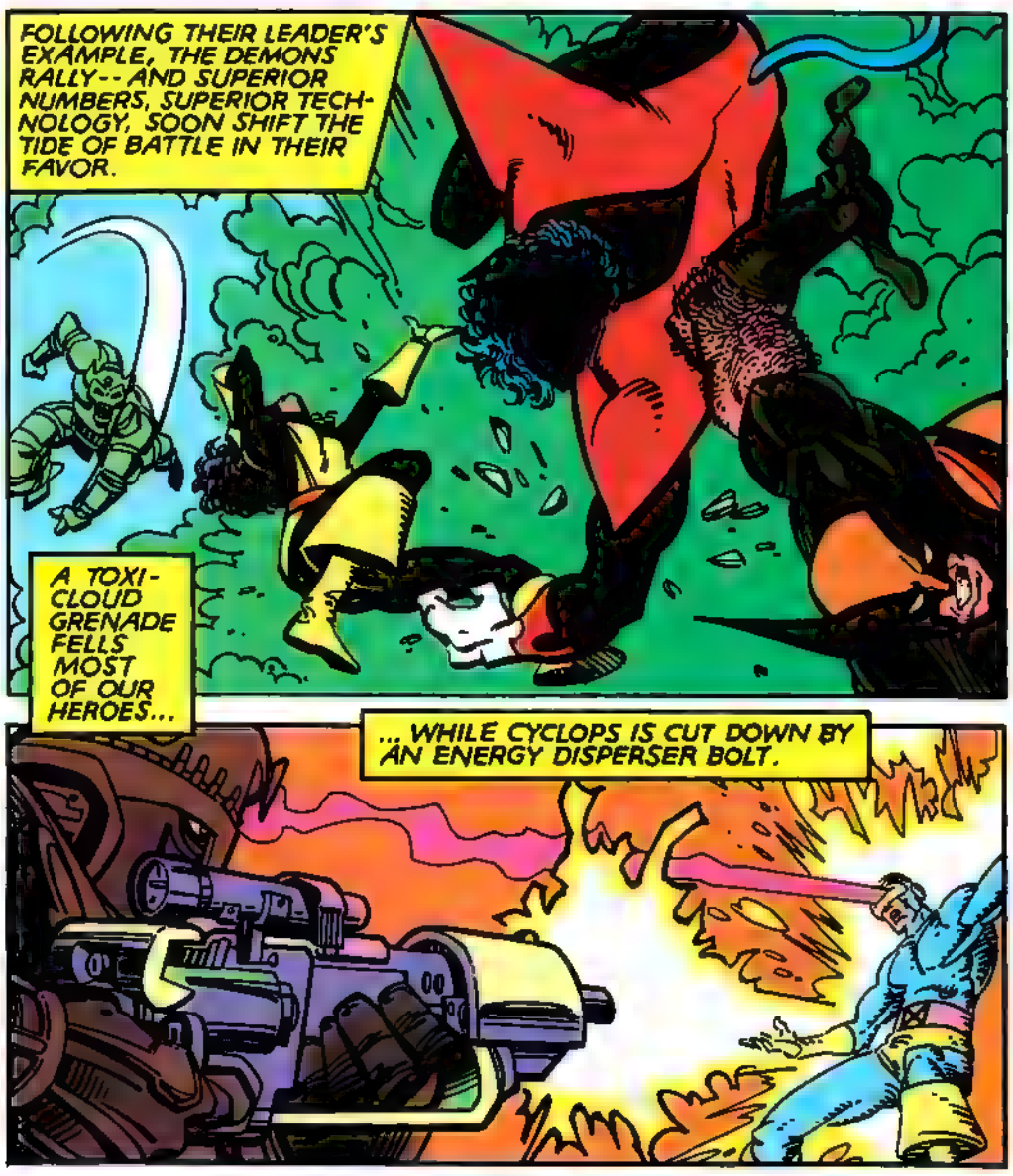
...KITTY PRYDE PHASES INTO ACTION.
Eh--?!?
SURPRISE, SWEET'UMS!
WHY CAN'T YOU PICK ON SOMEONE YOUR OWN SIZE?

DANKE SCHÖN, KATZCHEN.
A PERFECT DISTRACTION.
ANYTIME, NIGHTCRAWLER.

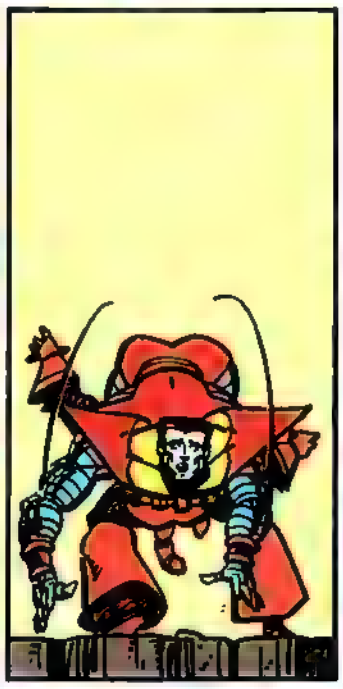

THE X-MEN!
WE DIDN'T COUNT ON THEIR INTERVENTION. BUT THAT'S WHY THE BIG MAN HIRED ME, TO DEAL WITH THE UNEXPECTED.

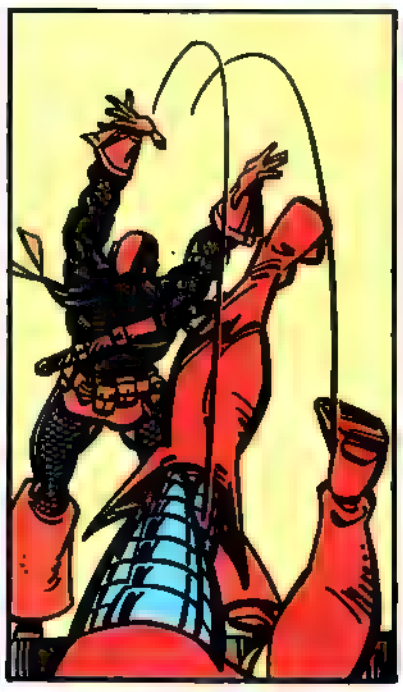

THOSE MUTANTS ARE CERTAINLY LIVING UP TO THEIR REPUTATION. THEY'VE GOT MY PARA-DEMONS ON THE RUN. IF NOT FOR MY SUPER-FAST REFLEXES, WOLVERINE'S PUNCH WOULD HAVE KAYO'D ME.
BUT IT DIDN'T. AND HE DIDN'T TAKE A SECOND LOOK TO MAKE SURE.
A FATAL MISTAKE.
HIS RIFLE FIRES A FEAR RAY, CAPABLE OF HEIGHTENING ITS TARGET'S INNERMOST TERRORS TO THEIR ULTIMATE EXTENT.

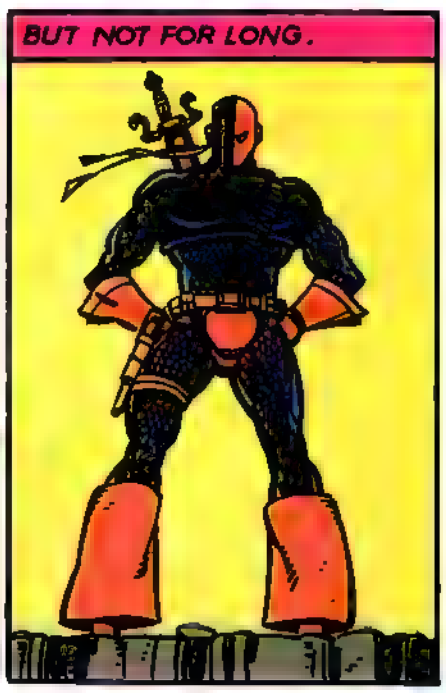
TO STORM, A CLAUSTROPHOBE, IT'S AS THOUGH SHE WERE SUDDENLY ENTOMBED ALIVE.
WITH A SCREAM TORN FROM HER SOUL, SHE PLUMMETS TO EARTH.

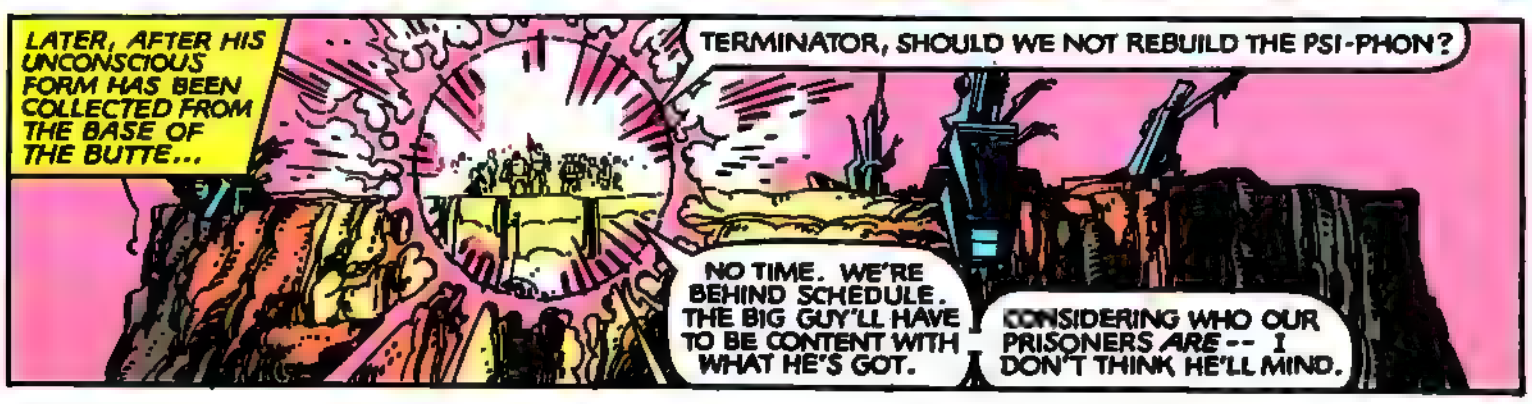

FOLLOWING THEIR LEADER'S EXAMPLE, THE DEMONS RALLY-- AND SUPERIOR NUMBERS, SUPERIOR TECHNOLOGY, SOON SHIFT THE TIDE OF BATTLE IN THEIR FAVOR.
A TOXI-CLOUD GRENADE FELLS MOST OF OUR HEROES...
... WHILE CYCLOPS IS CUT DOWN BY AN ENERGY DISPERSER BOLT.

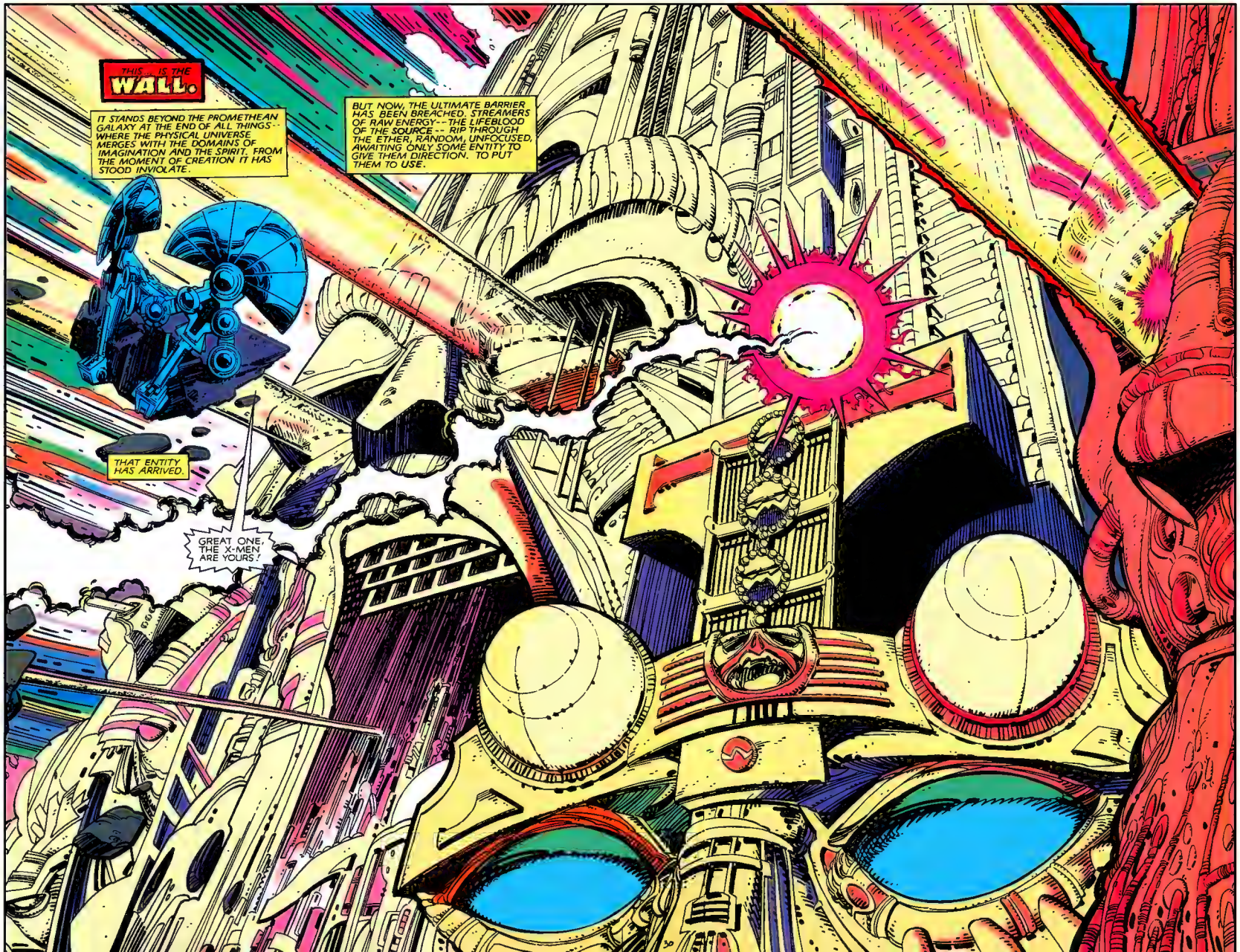
SOON, ONLY COLOSSUS IS LEFT.





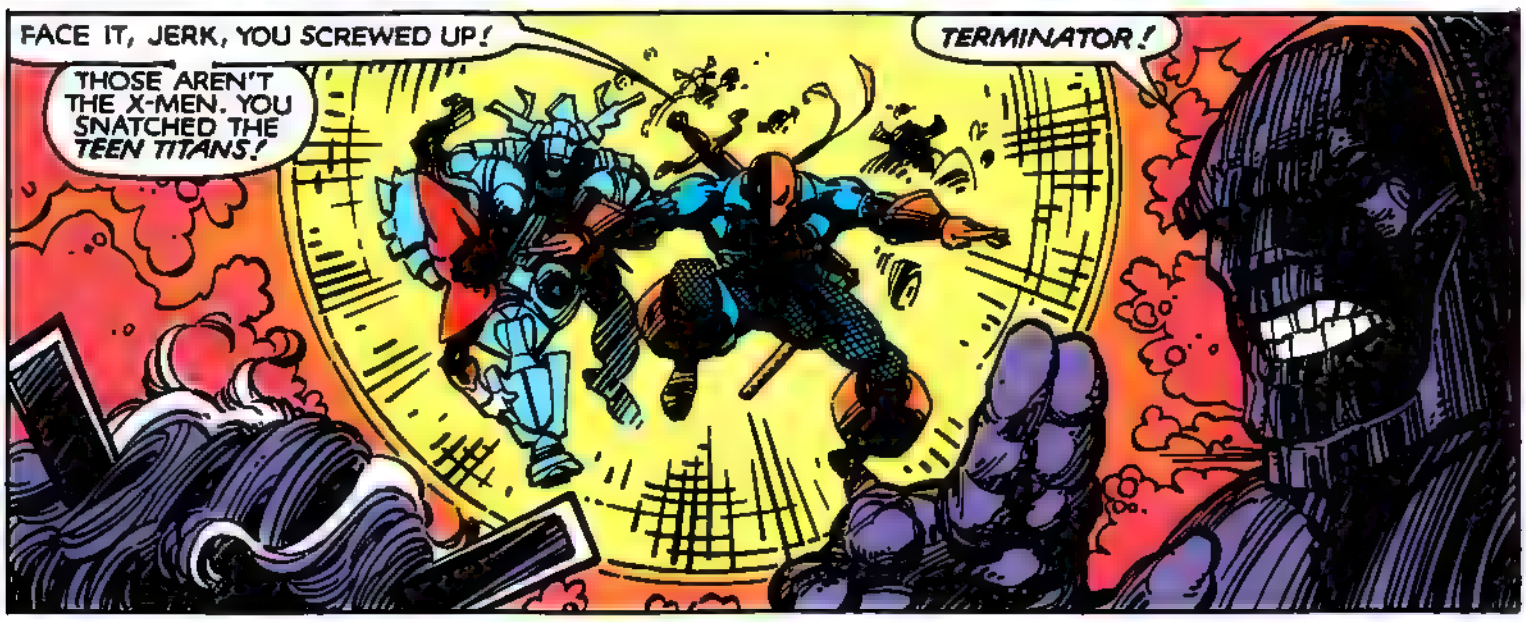

BUT NOT FOR LONG.

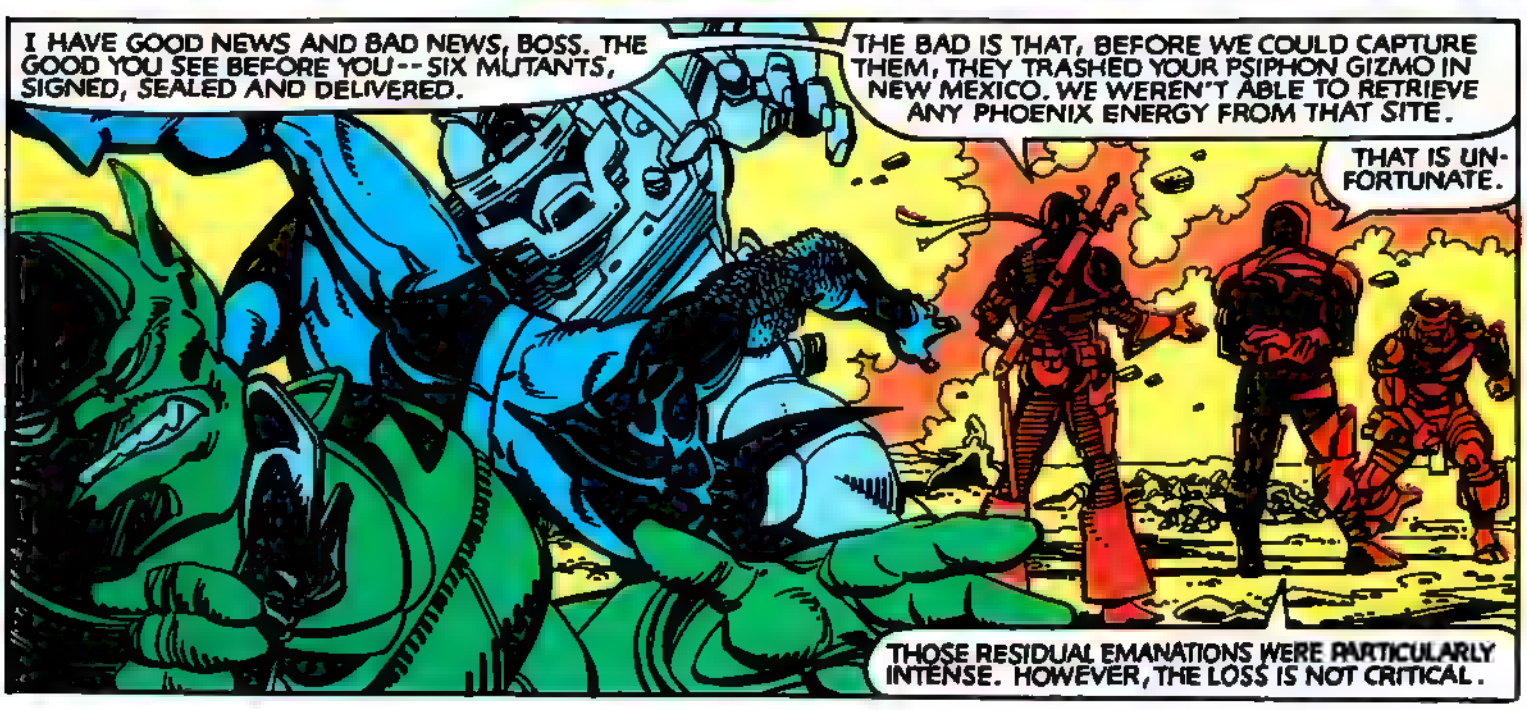

LATER, AFTER HIS UNCONSCIOUS FORM HAS BEEN COLLECTED FROM THE BASE OF THE BUTTE...
TERMINATOR, SHOULD WE NOT REBUILD THE PSI-PHON?
NO TIME. WE'RE BEHIND SCHEDULE. THE BIG GUY'LL HAVE TO BE CONTENT WITH WHAT HE'S GOT.
CONSIDERING WHO OUR PRISONERS ARE -- I DON'T THINK HE'LL MIND.

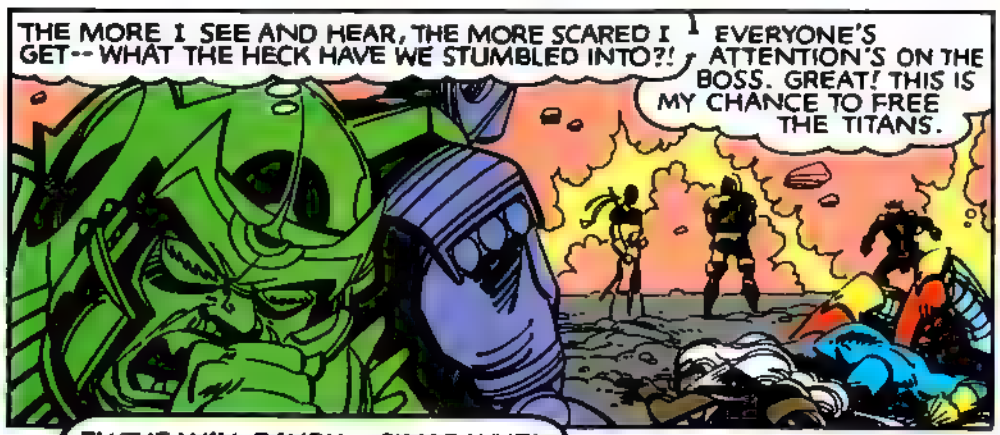

THIS... IS THE WALL.
IT STANDS BEYOND THE PROMETHEAN GALAXY AT THE END OF ALL THINGS-- WHERE THE PHYSICAL UNIVERSE MERGES WITH THE DOMAINS OF IMAGINATION AND THE SPIRIT. FROM THE MOMENT OF CREATION IT HAS STOOD INVIOLATE.
BUT NOW, THE ULTIMATE BARRIER HAS BEEN BREACHED. STREAMERS OF RAW ENERGY--THE LIFEBLOOD OF THE SOURCE -- RIP THROUGH THE ETHER, RANDOM, UNFOCUSED, AWAITING ONLY SOME ENTITY TO GIVE THEM DIRECTION. TO PUT THEM TO USE.
THAT ENTITY HAS ARRIVED.
GREAT ONE, THE X-MEN ARE YOURS!

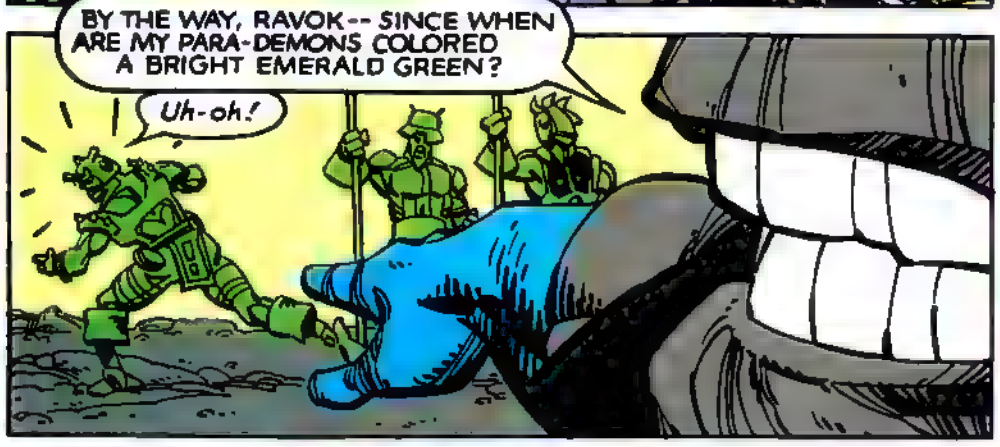
IF THIS IS YOUR IDEA OF A JOKE, RAVOK...
... I AM NOT AMUSED.

TRUE, YOU'VE CAPTURED THE X-MEN'S MENTOR, BUT, ALONE, HE IS HARDLY SUFFICIENT FOR MY PURPOSES.
THESE OTHER CREATURES ARE UNKNOWN TO ME.
DREAD LORD, THEY WERE AT THE X-MEN'S DWELLING! THEIR DESCRIPTIONS AND ABILITIES MATCHED...

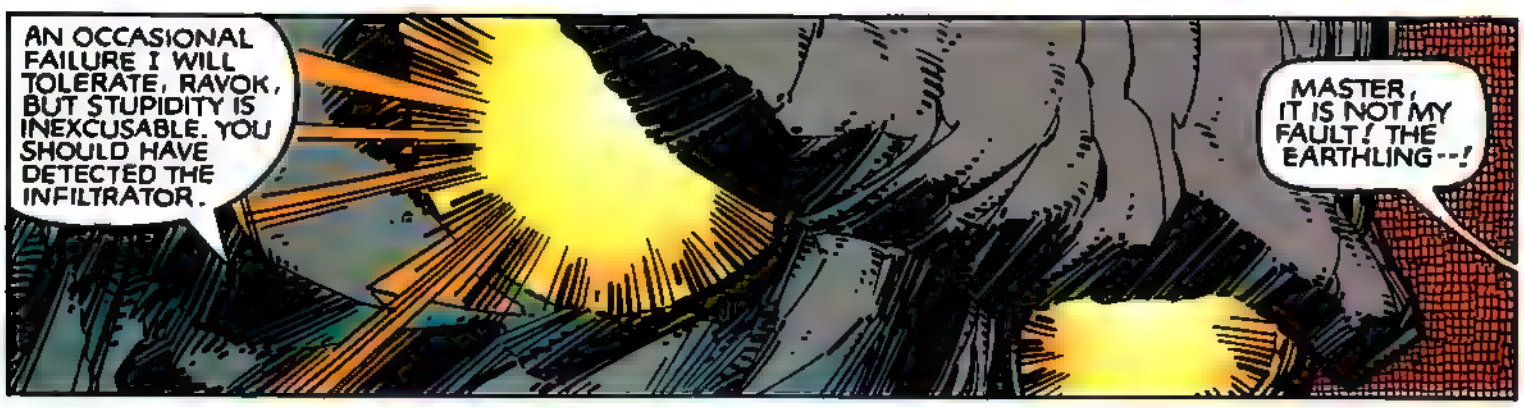

FACE IT, JERK, YOU SCREWED UP!
THOSE AREN'T THE X-MEN. YOU SNATCHED THE TEEN TITANS!
TERMINATOR!

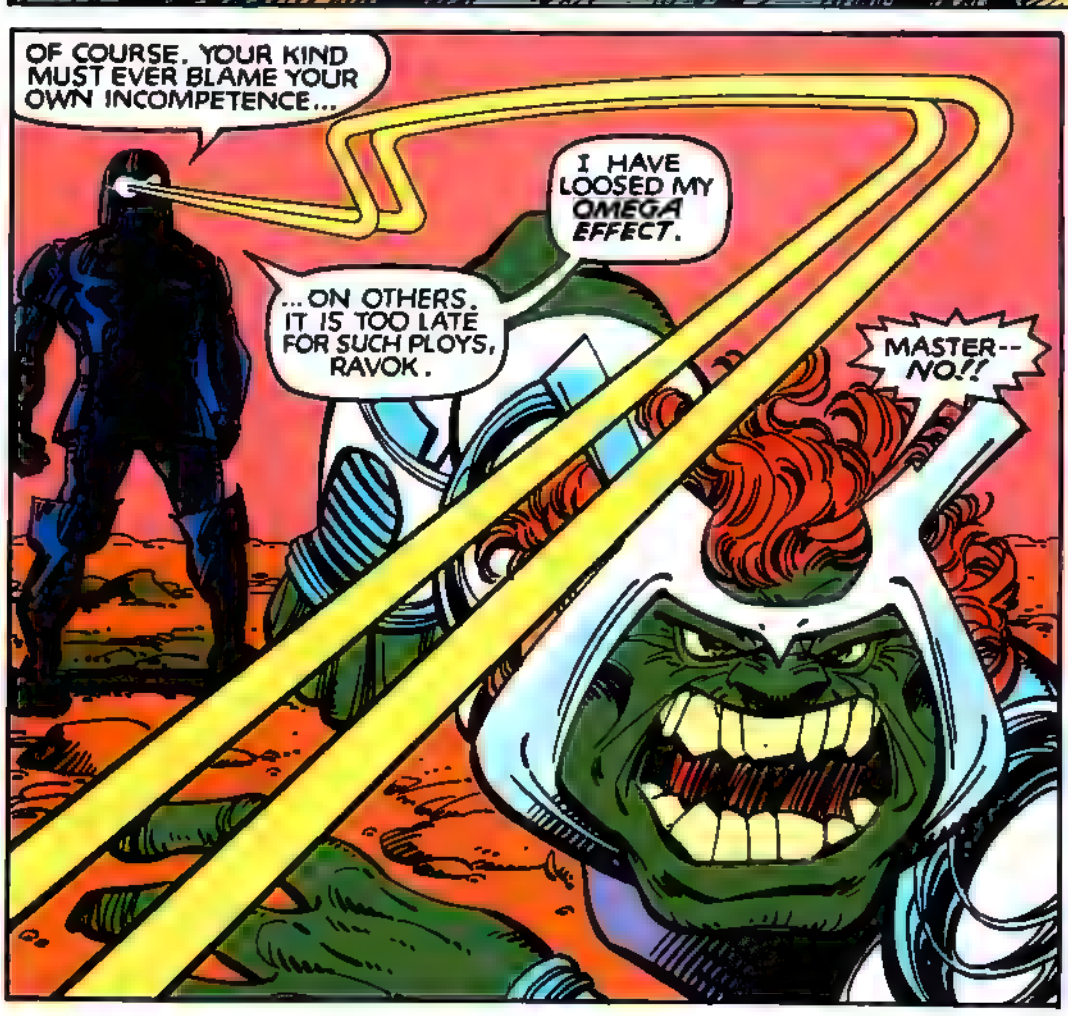

I HAVE GOOD NEWS AND BAD NEWS, BOSS. THE GOOD YOU SEE BEFORE YOU--SIX MUTANTS, SIGNED, SEALED AND DELIVERED.
THE BAD IS THAT, BEFORE WE COULD CAPTURE THEM, THEY TRASHED YOUR PSIPHON GIZMO IN NEW MEXICO. WE WEREN'T ABLE TO RETRIEVE ANY PHOENIX ENERGY FROM THAT SITE.
THAT IS UN-FORTUNATE.
THOSE RESIDUAL EMANATIONS WERE PARTICULARLY INTENSE. HOWEVER, THE LOSS IS NOT CRITICAL.


THE MORE I SEE AND HEAR, THE MORE SCARED I GET-- WHAT THE HECK HAVE WE STUMBLED INTO?!
EVERYONE'S ATTENTION'S ON THE BOSS. GREAT! THIS IS MY CHANCE TO FREE THE TITANS.


BY THE WAY, RAVOK-- SINCE WHEN ARE MY PARA-DEMONS COLORED A BRIGHT EMERALD GREEN?
Uh-oh!

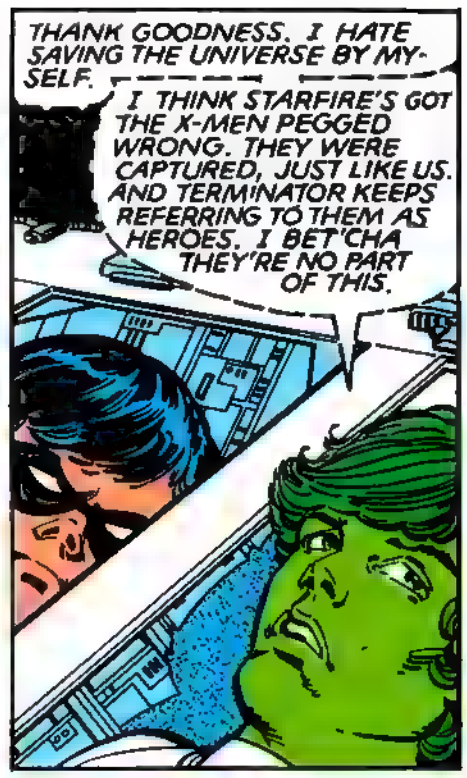
I THOUGHT SOMEONE WAS MISSING FROM THE TITANS PILE.
PLEASANT DREAMS, CHANGELING.
ARRGH!

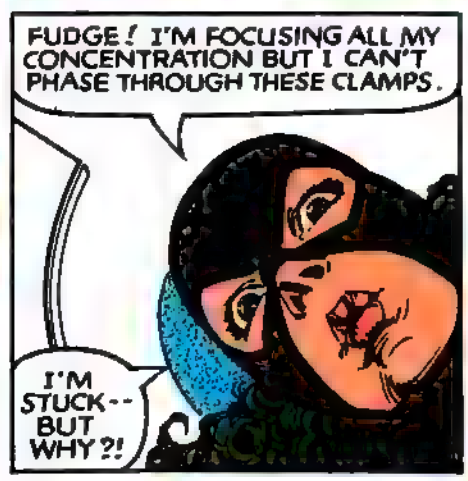

AN OCCASIONAL FAILURE I WILL TOLERATE, RAVOK, BUT STUPIDITY IS INEXCUSABLE. YOU SHOULD HAVE DETECTED THE INFILTRATOR.
MASTER, IT IS NOT MY FAULT! THE EARTHLING--!


OF COURSE. YOUR KIND MUST EVER BLAME YOUR OWN INCOMPETENCE...
I HAVE LOOSED MY OMEGA EFFECT.
...ON OTHERS. IT IS TOO LATE FOR SUCH PLOYS, RAVOK.
MASTER-- NO!!

I TRUST, TERMINATOR, THIS DEMONSTRATION HAS NOT BEEN LOST ON YOU.
I...GET THE MESSAGE.

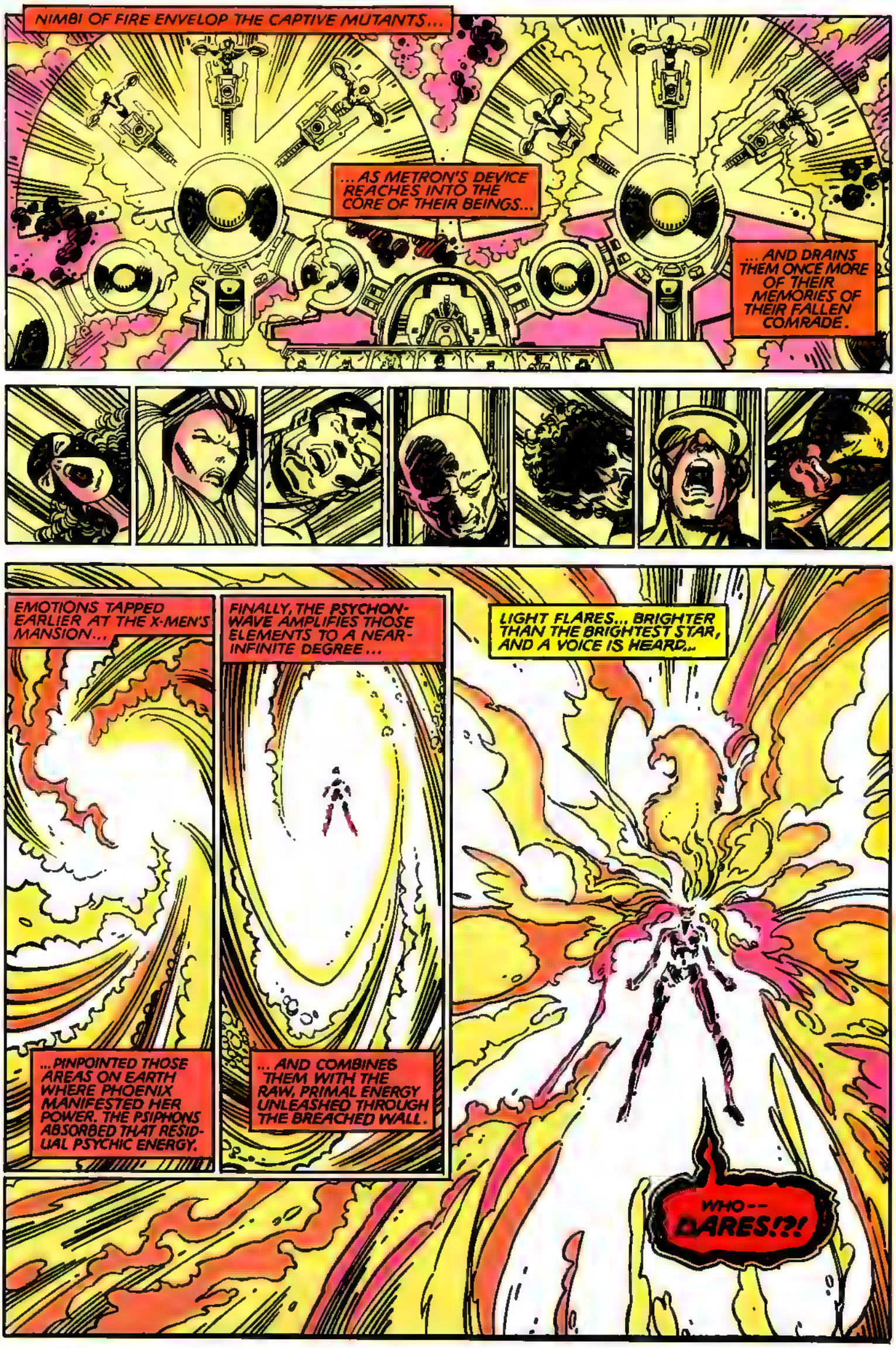
IN TIME, OUR HEROES RECOVER CONSCIOUSNESS.
ALL IMMEDIATELY WISH THEY HADN'T.
ROBBY?!
I HEAR YOU, GAR.


THANK GOODNESS. I HATE SAVING THE UNIVERSE BY MYSELF.
I THINK STARFIRE'S GOT THE X-MEN PEGGED WRONG. THEY WERE CAPTURED, JUST LIKE US. AND TERMINATOR KEEPS REFERRING TO THEM AS HEROES. I BET'CHA THEY'RE NO PART OF THIS.

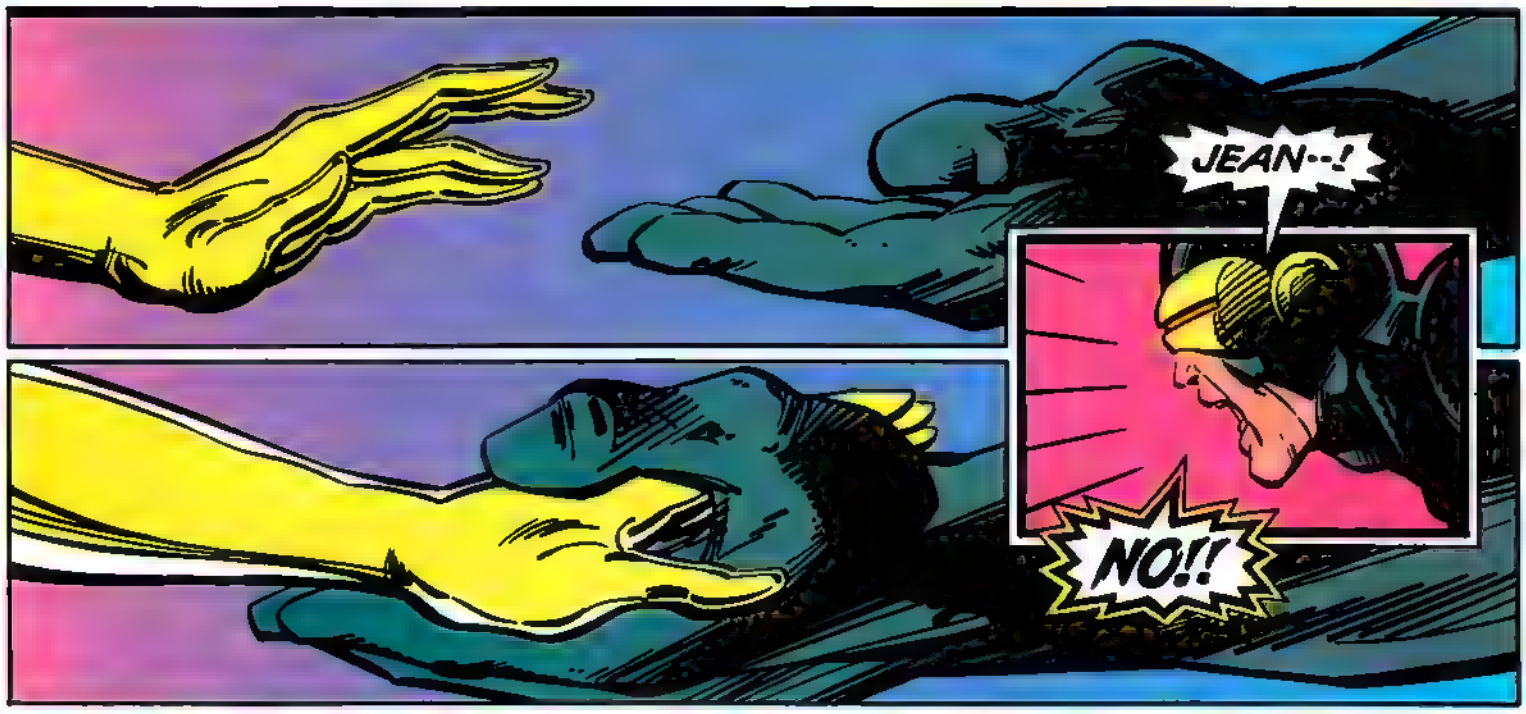

FUDGE! I'M FOCUSING ALL MY CONCENTRATION BUT I CAN'T PHASE THROUGH THESE CLAMPS.
I'M STUCK-- BUT WHY?!

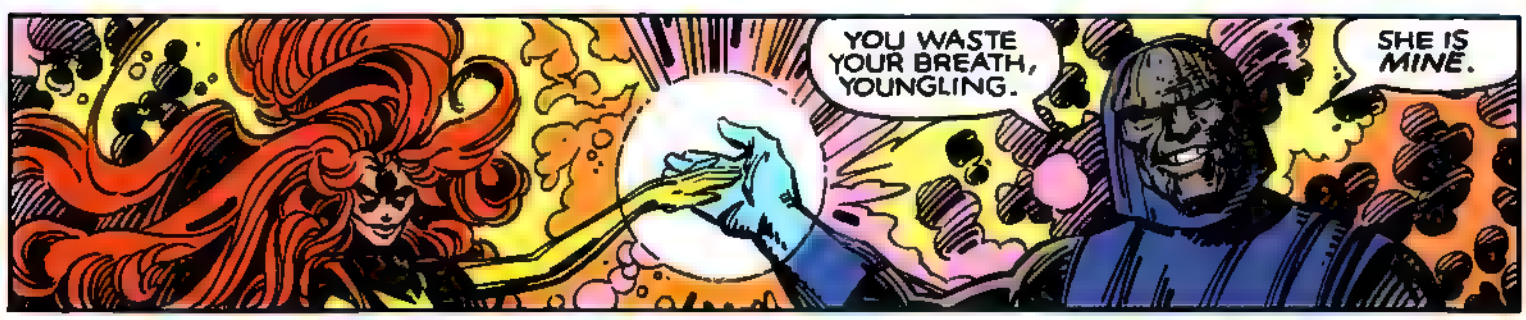
FROZEN VALENCES, MY DEAR. THERE ARE NO SPACES BETWEEN THE ATOMS OF YOUR MANACLES FOR THOSE OF YOUR BODY TO SQUEEZE THROUGH.
YOU!!
YOU'RE THE THING FROM MY NIGHT-MARE! YOU'RE REAL!
I AM INDEED! ADULTS DENY ME, BUT CHILDREN KNOW ME FOR WHAT I AM.

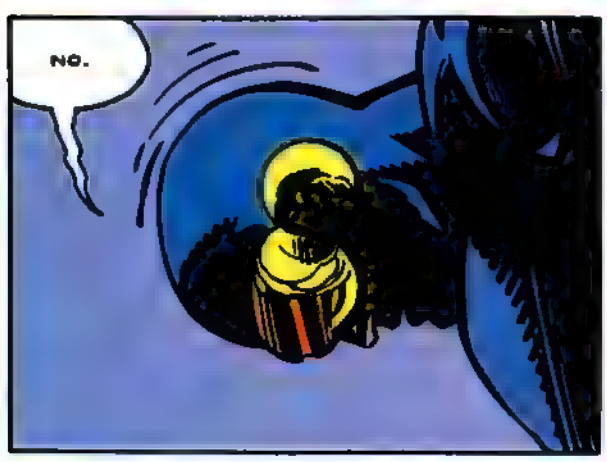
ALL IS IN READINESS. THE FINAL MOMENT IS AT HAND.
ACTIVATE THE PSYCHON-WAVE!
WE HEAR, DREAD LORD-- AND OBEY!!
THAT MAKES THEM DANGEROUS, AND WORTHY TO BE CHERISHED. FOR IN THEIR INNOCENCE LIES THE UNIVERSE'S SALVATION, AND IN THE LOSS OF THAT INNOCENCE, MY ULTIMATE VICTORY!


NIMBI OF FIRE ENVELOP THE CAPTIVE MUTANTS...
... AS METRON'S DEVICE REACHES INTO THE CORE OF THEIR BEINGS...
... AND DRAINS THEM ONCE MORE OF THEIR MEMORIES OF THEIR FALLEN COMRADE.
EMOTIONS TAPPED EARLIER AT THE X-MEN'S MANSION...
... PINPOINTED THOSE AREAS ON EARTH WHERE PHOENIX MANIFESTED HER POWER. THE PSIPHONS ABSORBED THAT RESIDUAL PSYCHIC ENERGY.
FINALLY, THE PSYCHON-WAVE AMPLIFIES THOSE ELEMENTS TO A NEAR-INFINITE DEGREE...
... AND COMBINES THEM WITH THE RAW, PRIMAL ENERGY UNLEASHED THROUGH THE BREACHED WALL.
LIGHT FLARES... BRIGHTER THAN THE BRIGHTEST STAR, AND A VOICE IS HEARD...
WHO-- DARES!?!

WHO SUMMONS DARK PHOENIX?
I...
DARKSEID!


JEAN--!
NO!!


YOU WASTE YOUR BREATH, YOUNGLING.
SHE IS MINE.


NO.

EXCUSE ME. I, uh, DON'T WANT TO INTRUDE OR ANYTHING, BUT WOULD YOU MIND TELLING US WHAT THIS IS ALL ABOUT? IF IT'S NOT TOO MUCH TROUBLE, I MEAN. WE'D REALLY LIKE TO KNOW.
A WAR, HUMAN-- BETWEEN GODS.
I HADDA ASK.

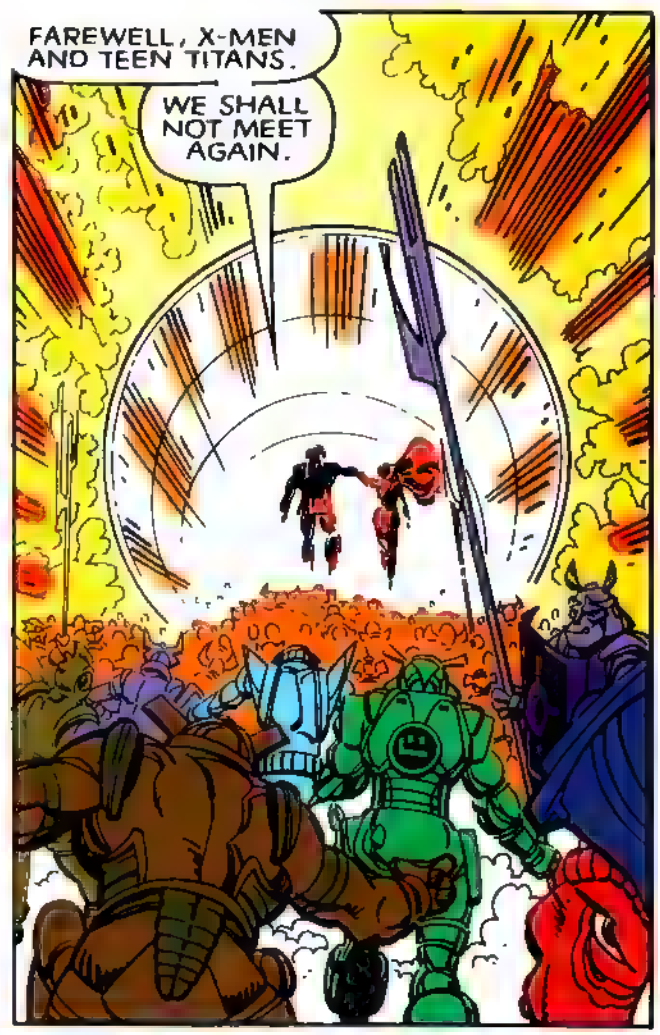
I AM DARKSEID, LORD OF APOKOLIPS, ETERNAL FOE OF THE LORDS OF LIGHT, WHO RESIDE ON NEW GENESIS. I PROPOSE TO SEE A SECOND APOKOLIPS BORN...
... FROM THE ASHES OF YOUR EARTH!
BEFORE DAWN, APOKOLIPS PITS-- VAST, SEETHING CHASMS FILLED WITH MOLTEN MAGMA FROM YOUR PLANETARY CORE-- WILL APPEAR ON EVERY CONTINENT. CITIES WILL CRUMBLE. CIVILIZATION AS YOU KNOW IT WILL END OVERNIGHT.

" INTO THAT CHAOS, I WILL SEND MY DOG CAVALRY AND MY PARA-DEMONS...
"...TO CRUSH WHAT RESISTANCE REMAINS.
"THE FACE OF THE WORLD WILL CHANGE. MOUNTAINS WILL BE LEVELED, THE LANDSCAPE SHATTERED BY EARTHQUAKES AND VOLCANOES. THE SEAS THEMSELVES WILL BOIL AWAY. LIFE ITSELF--EVEN THE POTENTIAL FOR LIFE--WILL END.
"THOSE OF YOUR SPECIES LUCKY ENOUGH, *TOUGH* ENOUGH, TO SURVIVE--THE MOST RUTHLESS, THE MOST CRUEL--WILL FORM THE NUCLEUS OF MY SERVITOR CLASS--THE *LOWLIES*.
" WHEN I AM DONE, A NEW *APOKOLIPS* WILL GRACE THE HEAVENS.
" FROM IT, I WILL EXTEND MY DOMAIN FIRST TO NEW GENESIS, THEN TO ALL THE REALMS OF REALITY--
"--AND, ULTIMATELY, TO THOSE OF *IMAGINATION*, AS WELL! "

LOUSY-- MURDERIN'-- SCUM!
MOST IMPRESSIVE, CONSTRUCT. THOSE BONDS SHOULD RENDER YOU INERT, YET STILL YOU MOVE.
IF I WERE FREE--!

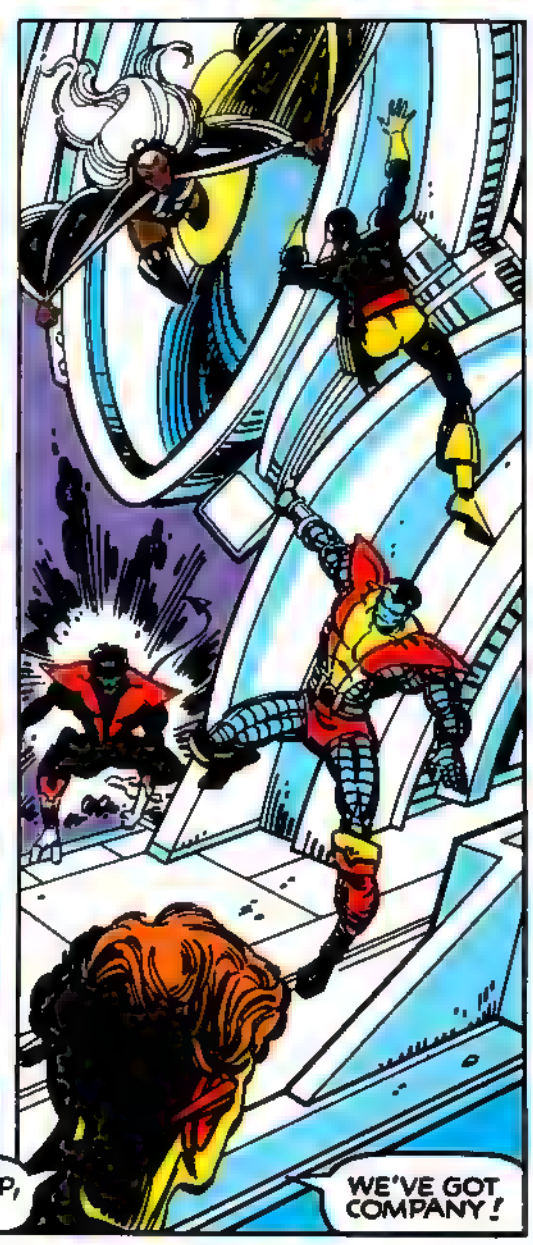
BE THANKFUL YOU ARE NOT, VICTOR STONE. OUT OF HUNGER, I CONSUMED A STAR. OUT OF RAGE...

ENOUGH, MY DEAR. WE HAVE BUSINESS ELSEWHERE.


FAREWELL, X-MEN AND TEEN TITANS.
WE SHALL NOT MEET AGAIN.

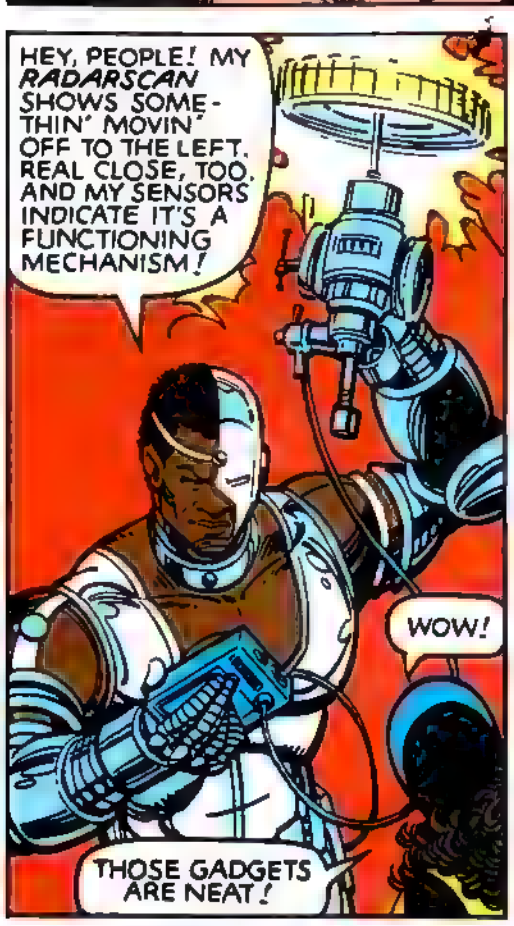
THE RESTRAINTS--THEY VANISHED THE MOMENT DARKSEID DID.
BAD AS IT WAS FOR US, GIRL, I THINK IT WAS A LOT WORSE FOR THE MUTIES.
OUCH! I ACHE ALL OVER.
HEY! RAVEN, YOU OKAY?!

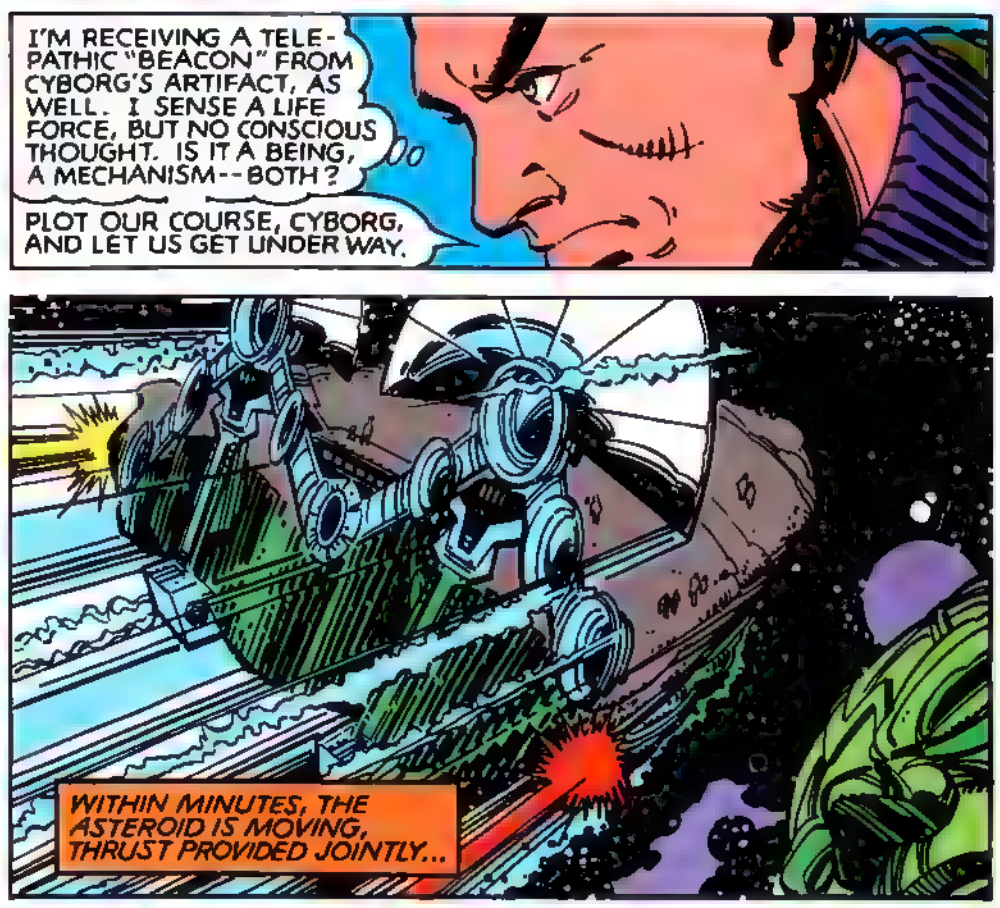
DARKSEID--
I--I FELT NO EMPATHIC RESONANCES FROM HIM, VICTOR. HE HOLDS HIMSELF UNDER SUCH ABSOLUTE CONTROL THAT NOT EVEN THE SLIGHTEST PARTICLE IS ALLOWED TO ESCAPE. HIS SOUL IS AN EMOTIONAL VOID, AN EMPATHIC BLACK HOLE AND HIS STRENGTH, HIS POWER, IS MONSTROUS. I WAS TERRIFIED I WOULD BE SUCKED IN -- TO BE TRAPPED FOREVER!
HEADS UP, TITANS.

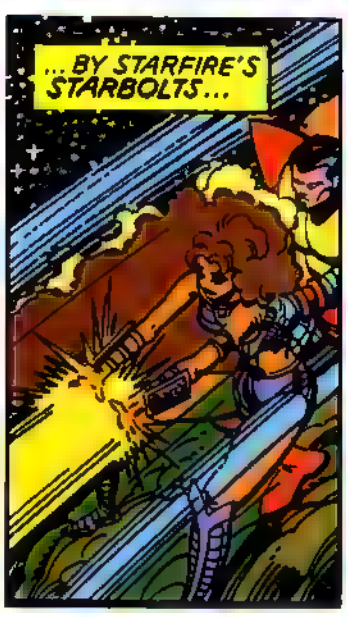

WE'VE GOT COMPANY!

INTRODUCTIONS ARE QUICKLY EXCHANGED, THE FIRST, TENTATIVE STEPS TOWARD FRIENDSHIP MADE.
UNDER THE CIRCUMSTANCES, STRANGERS THOUGH WE ARE, I SUGGEST AN ALLIANCE.
MY SENTIMENTS, EXACTLY
I'M CYCLOPS.
ROBIN. PLEASED TO MEET YOU.
GEE, THAT GREEN GUY LOOKS ABOUT MY AGE.
HE'S KIND'A CUTE, TOO.
THERE IS, IN STORM, AN INNER SERENITY -- A BEAUTY AND NOBILITY OF THE SPIRIT -- THAT REMINDS ME OF AZAR. YET HER COMPANION WOLVERINE POSSESSES A CAPACITY FOR VIOLENCE GREATER EVEN THAN KORIAND'R'S.
AROUND HIM, I MUST FOREVER BE ON MY GUARD, LEST HIS INNER FURY STRIKE ME DOWN.
Hmn! I SPOOK THE BIRD LADY. I WONDER WHY?

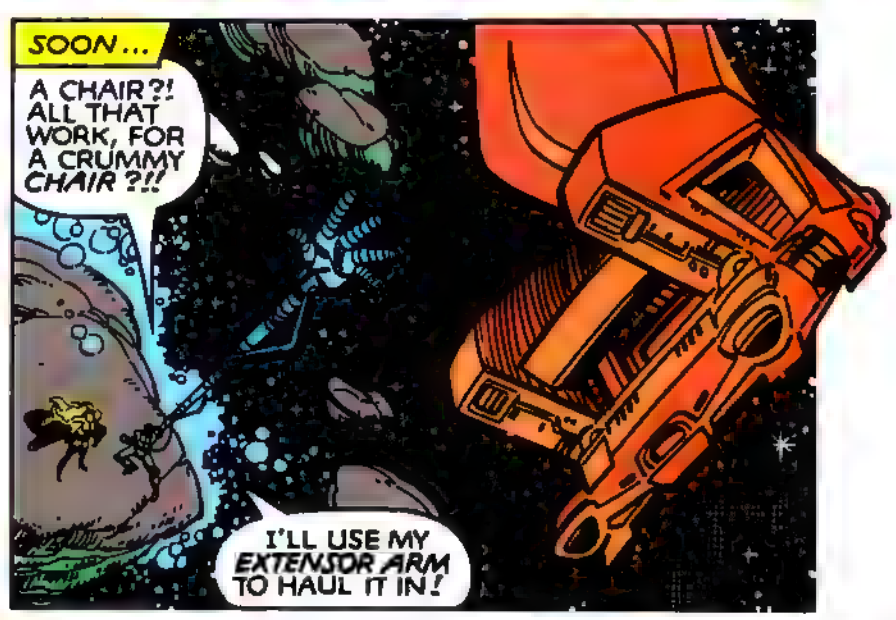
I DON'T LIKE THIS. WORKIN' WITH KIDS AIN'T MY STYLE.
AS IF I HAD A CHOICE.
CYKE, THE AIR'S GETTIN' THINNER.
HE'S RIGHT. WE'RE LOSIN' ATMOSPHERE.
I FIGURE WE'VE GOT ABOUT AN HOUR LEFT.

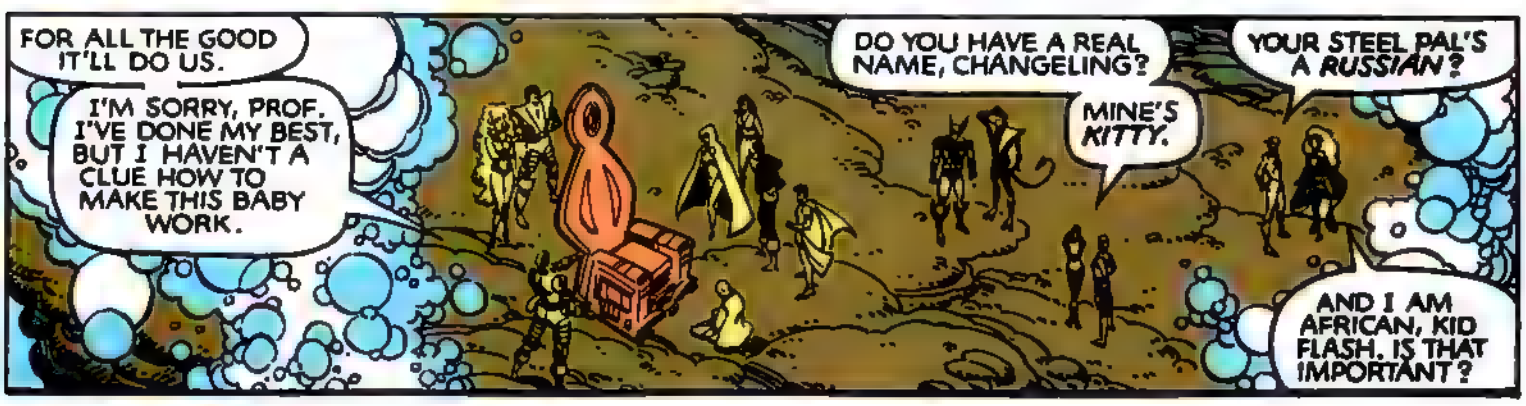

HEY, PEOPLE! MY RADARSCAN SHOWS SOMETHIN' MOVIN' OFF TO THE LEFT. REAL CLOSE, TOO. AND MY SENSORS INDICATE IT'S A FUNCTIONING MECHANISM!
WOW!
THOSE GADGETS ARE NEAT!


I'M RECEIVING A TELEPATHIC "BEACON" FROM CYBORG'S ARTIFACT, AS WELL. I SENSE A LIFE FORCE, BUT NO CONSCIOUS THOUGHT. IS IT A BEING, A MECHANISM--BOTH?
PLOT OUR COURSE, CYBORG, AND LET US GET UNDER WAY.
WITHIN MINUTES, THE ASTEROID IS MOVING, THRUST PROVIDED JOINTLY...


...BY STARFIRE'S STARBOLTS...

...AND CYCLOPS' OPTIC BLASTS.

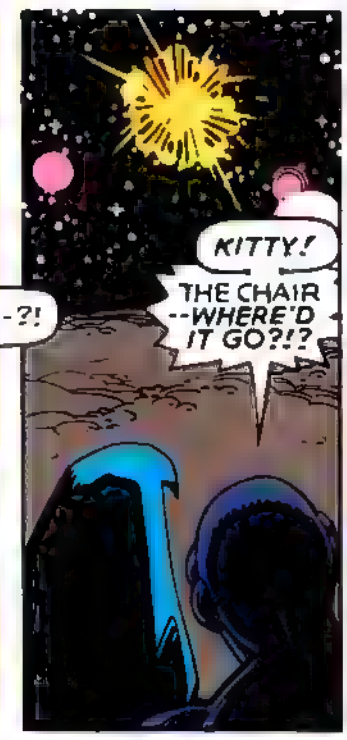

SOON...
A CHAIR?! ALL THAT WORK, FOR A CRUMMY CHAIR?!!
I'LL USE MY EXTENSOR ARM TO HAUL IT IN!

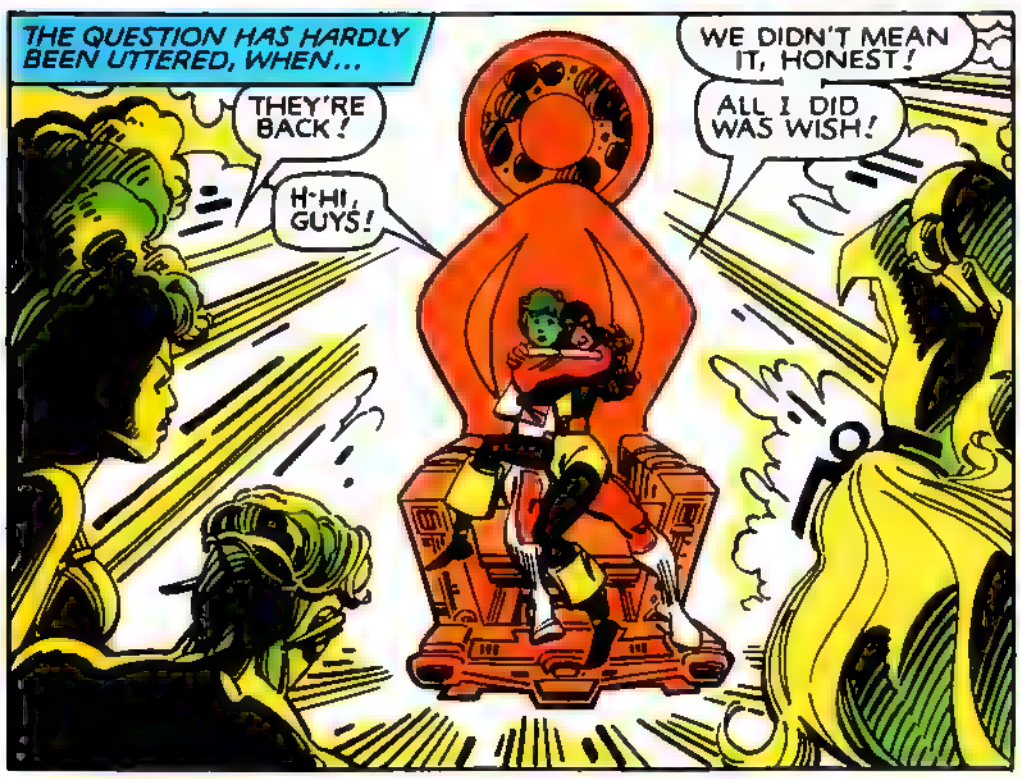

FOR ALL THE GOOD IT'LL DO US.
I'M SORRY, PROF. I'VE DONE MY BEST, BUT I HAVEN'T A CLUE HOW TO MAKE THIS BABY WORK.
DO YOU HAVE A REAL NAME, CHANGELING?
MINE'S KITTY.
YOUR STEEL PAL'S A RUSSIAN?
AND I AM AFRICAN, KID FLASH. IS THAT IMPORTANT?

FASCINATING. I AM CONVINCED THE CHAIR IS A MECHANISM--AND FUNCTIONING--BUT IT IS BASED ON PRINCIPLES SO ALIEN TO TERRESTRIAL SCIENCE AS TO BE AKIN TO MAGIC.

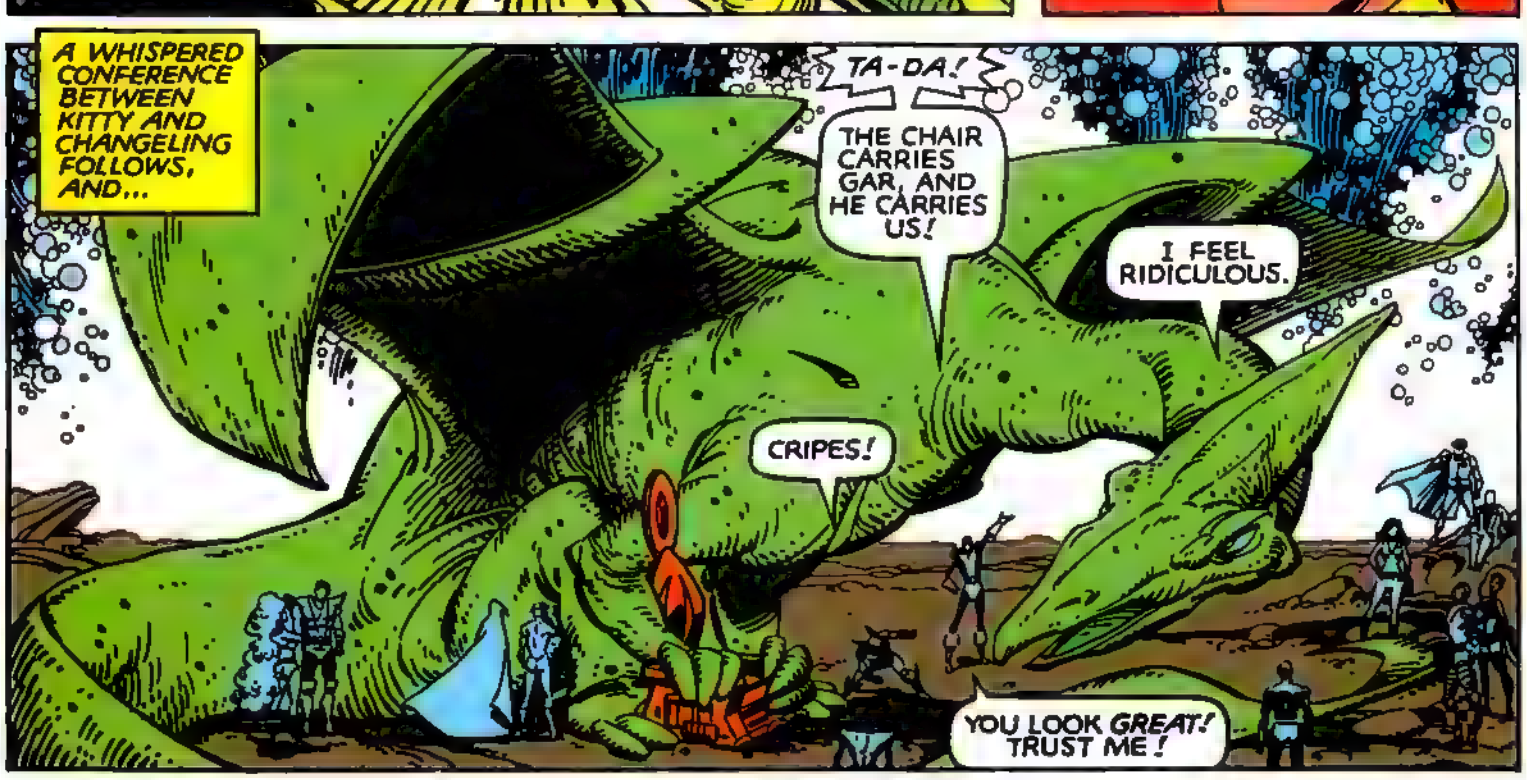
KITTY, huh? MY NAME'S GAR.
NICE NAME.
YOURS, TOO. THINGS SOUND PRETTY GRIM.
YEAH. I WISH I WAS HOME.

YIKES!
GARFIELD!
KITTY--?!


KITTY!
THE CHAIR --WHERE'D IT GO?!?


THE QUESTION HAS HARDLY BEEN UTTERED, WHEN...
THEY'RE BACK!
H-HI, GUYS!
WE DIDN'T MEAN IT, HONEST!
ALL I DID WAS WISH!

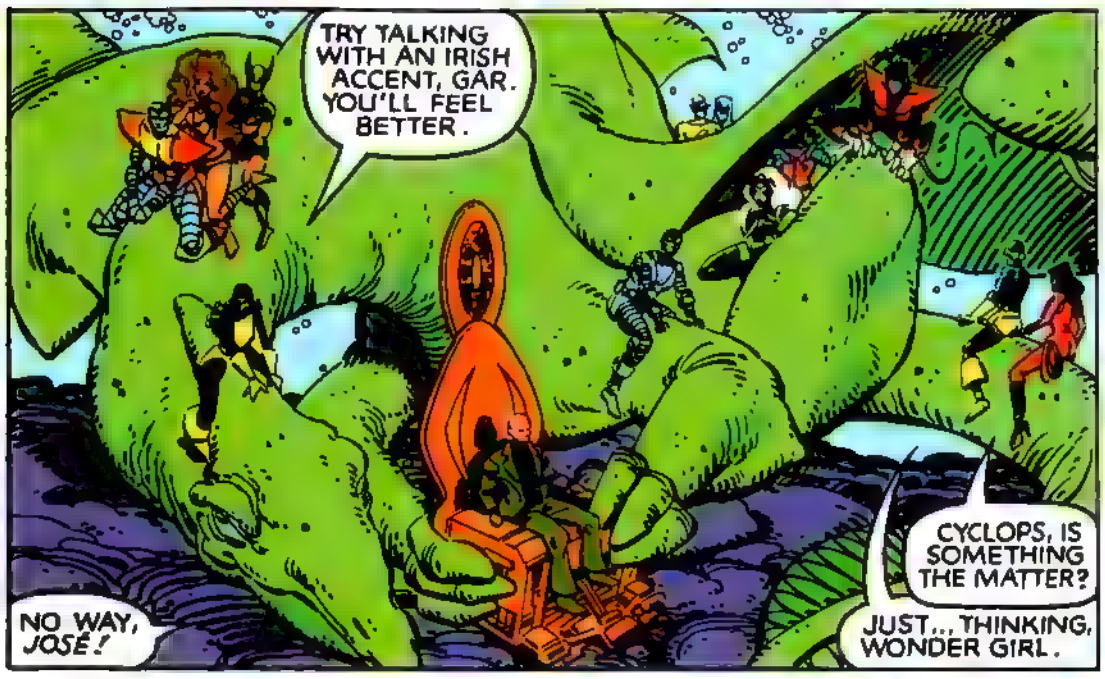
OF COURSE! THE CHAIR IS CONTROLLED TELEPATHICALLY-- BY THOUGHT!
IT APPEARS SO, PROFESSOR. BUT HOW ARE WE ALL GOING TO FIT ON THAT CHAIR?


A WHISPERED CONFERENCE BETWEEN KITTY AND CHANGELING FOLLOWS, AND...
TA-DA!
THE CHAIR CARRIES GAR, AND HE CARRIES US!
I FEEL RIDICULOUS.
CRIPES!
YOU LOOK GREAT! TRUST ME!

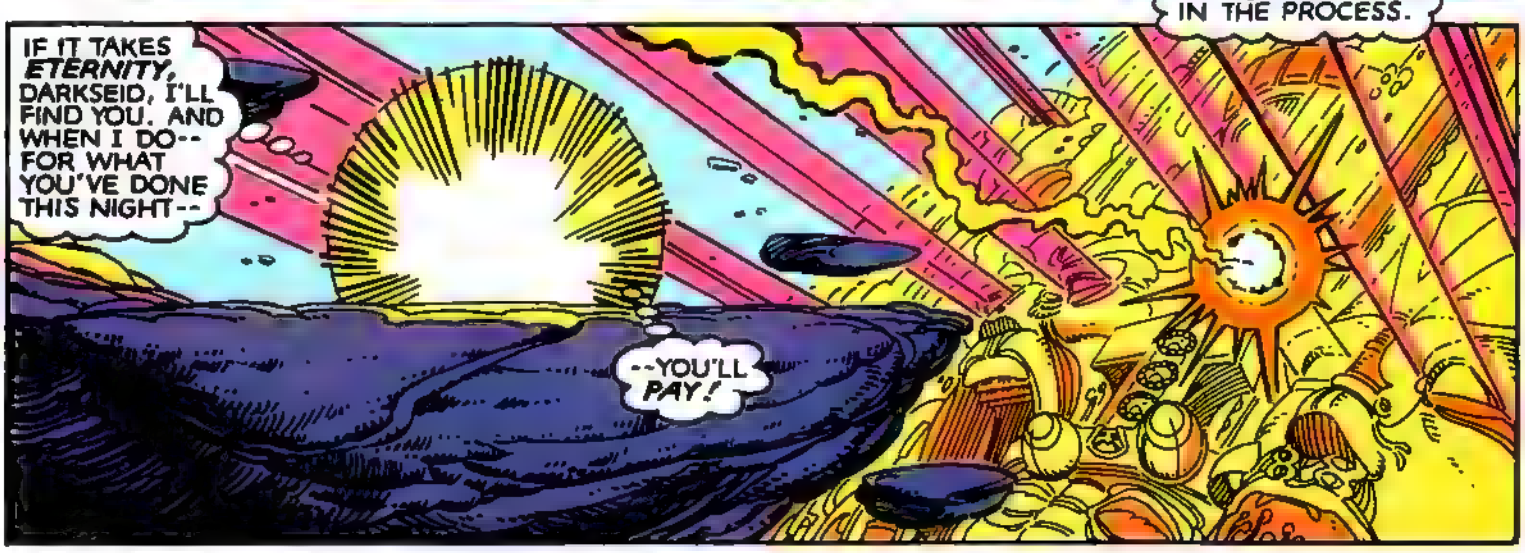
KITTY HAD CHANGELING TRANSFORM INTO "LOCKHEED THE DRAGON." I THOUGHT THAT WAS OUR SPECIAL CHARACTER, OUR... SECRET.
SHE SEEMS VERY ATTRACTED TO CHANGELING-- I DID NOT THINK THAT WOULD UPSET ME SO.
< PIOTR NIKOLIEVITCH, YOU ARE ACTING LIKE A FOOL! >*
Oh, WONDERFUL--
*TRANSLATED FROM THE RUSSIAN--L.

--A NEW LANGUAGE I CAN LEARN!
< LENIN'S GHO-- >
--mmmMNNN!
Hmnnn.
FRAULEIN-- SPRECHEN SIE DEUTSCH?

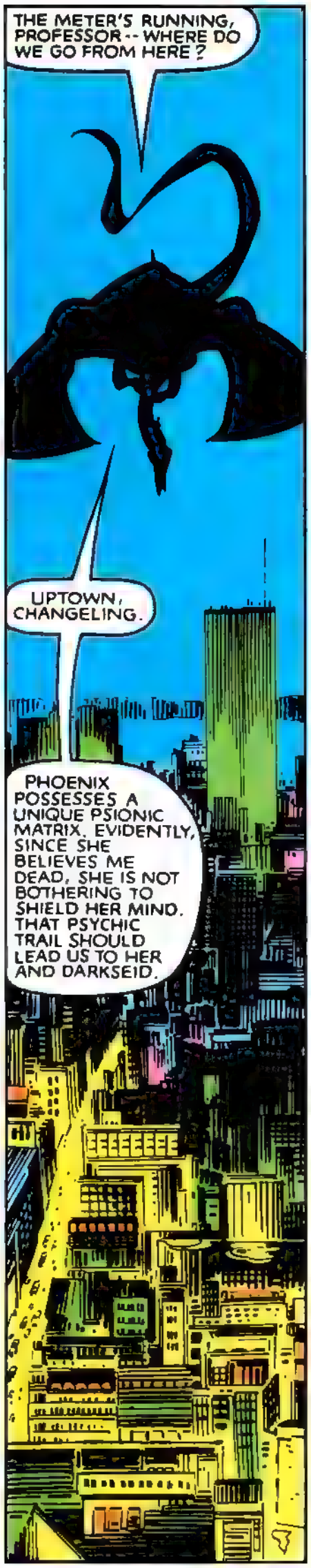
HUMPH! THE HUSSY! AND PETER'S ENJOYING IT, TOO!
SORRY ABOUT THIS, SIR. STARFIRE ABSORBS LANGUAGES THROUGH PHYSICAL CONTACT.
SOMETIMES SHE, er, GETS CARRIED AWAY.
THE SOONER WE'RE ALL CARRIED AWAY FROM HERE, ROBIN...
...THE BETTER.

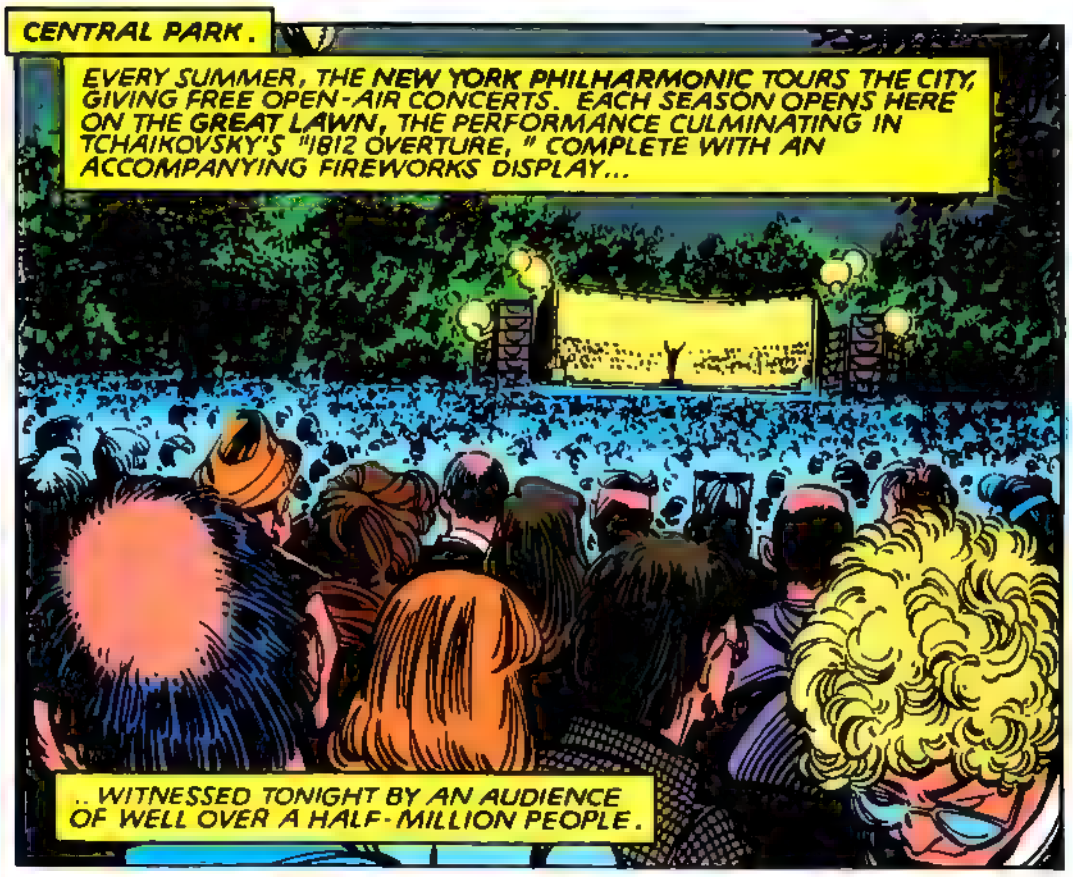

TRY TALKING WITH AN IRISH ACCENT, GAR. YOU'LL FEEL BETTER.
NO WAY, JOSÉ!
CYCLOPS, IS SOMETHING THE MATTER?
JUST... THINKING, WONDER GIRL.

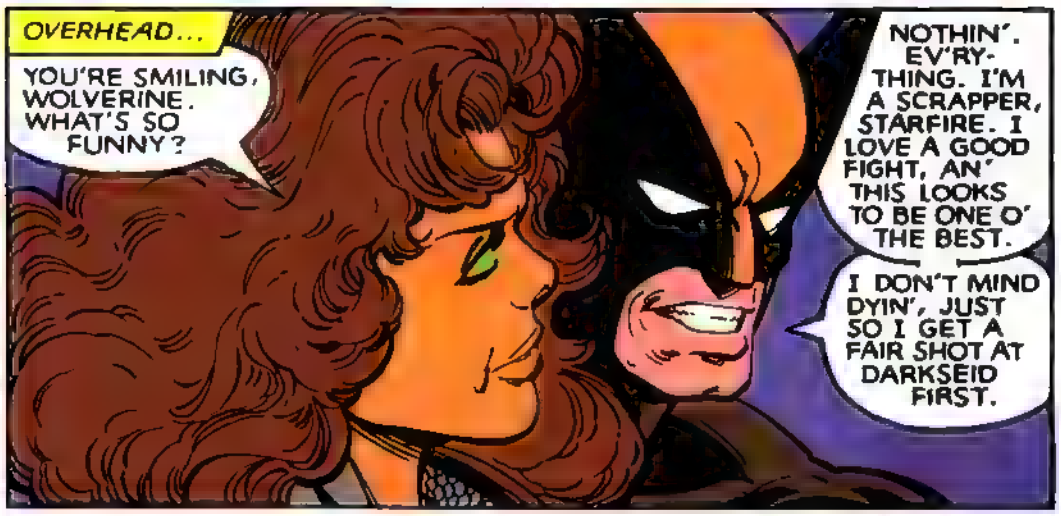
JEAN EARNED HER PEACE, DARKSEID. WHETHER YOUR CREATURE IS TRULY HER, OR SOME ARCANE FACSIMILE, IS IRRELEVANT. YOU HAD NO RIGHT TO RESURRECT PHOENIX.
OR TO VIOLATE US IN THE PROCESS.


IF IT TAKES ETERNITY, DARKSEID, I'LL FIND YOU. AND WHEN I DO-- FOR WHAT YOU'VE DONE THIS NIGHT--
--YOU'LL PAY!

NEW YORK CITY
CYBORG, DO YOU REQUIRE ASSISTANCE?
I'M OKAY, SISTER.
WHICH IS MORE'N YOU'LL BE ABLE TO SAY ABOUT GREENIE WHEN I GET MY HANDS ON HIM!
YIPPEE!
WHATTA RIDE! WHATTA VIEW! THIS IS GREAT!
HEY, FROM ME, COULD YOU EXPECT ANY-THING LESS?


THE METER'S RUNNING, PROFESSOR -- WHERE DO WE GO FROM HERE?
UPTOWN, CHANGELING.
PHOENIX POSSESSES A UNIQUE PSIONIC MATRIX. EVIDENTLY, SINCE SHE BELIEVES ME DEAD, SHE IS NOT BOTHERING TO SHIELD HER MIND. THAT PSYCHIC TRAIL SHOULD LEAD US TO HER AND DARKSEID.

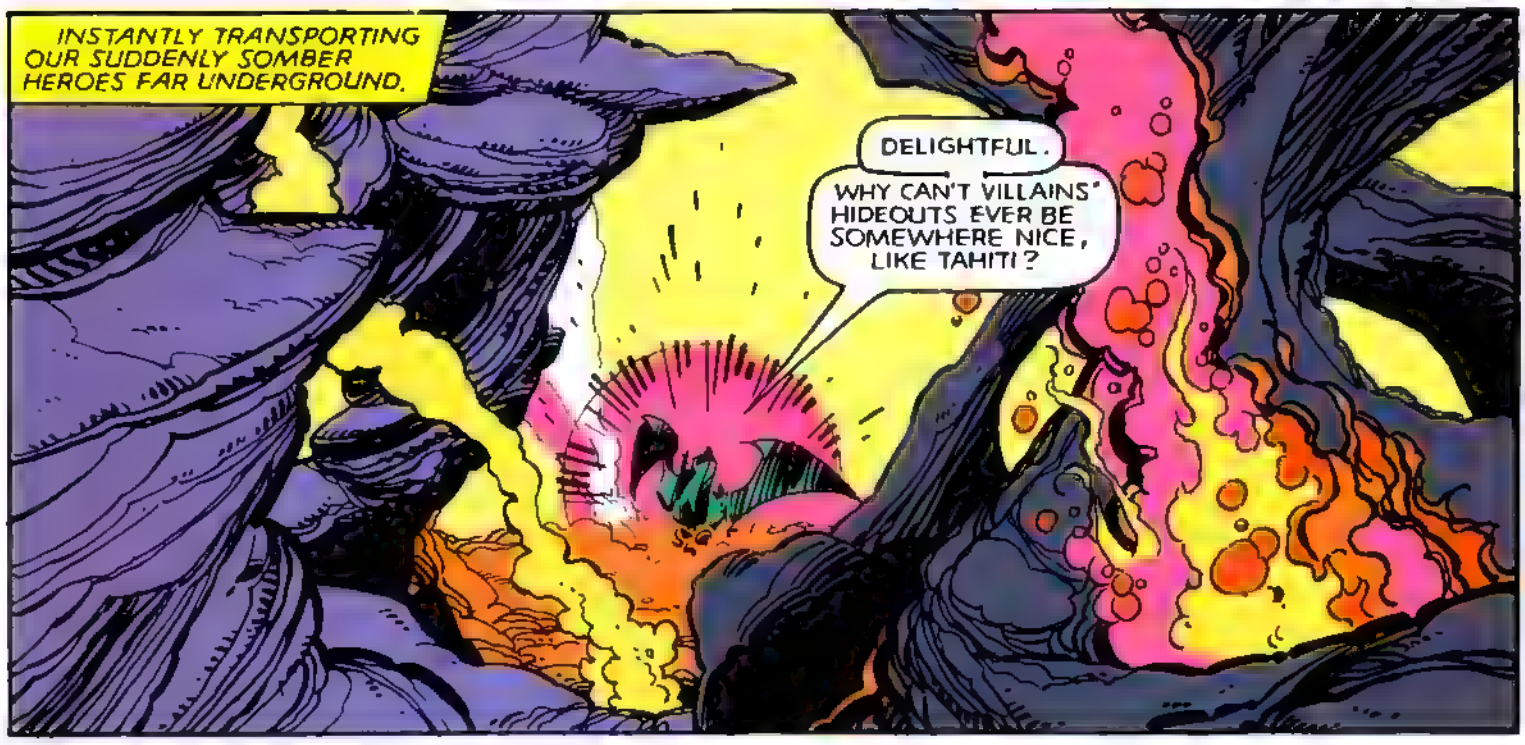

CENTRAL PARK.
EVERY SUMMER, THE NEW YORK PHILHARMONIC TOURS THE CITY, GIVING FREE OPEN-AIR CONCERTS. EACH SEASON OPENS HERE ON THE GREAT LAWN, THE PERFORMANCE CULMINATING IN TCHAIKOVSKY'S "1812 OVERTURE," COMPLETE WITH AN ACCOMPANYING FIREWORKS DISPLAY...
..WITNESSED TONIGHT BY AN AUDIENCE OF WELL OVER A HALF-MILLION PEOPLE.


OVERHEAD...
YOU'RE SMILING, WOLVERINE. WHAT'S SO FUNNY?
NOTHIN'. EV'RY-THING. I'M A SCRAPPER, STARFIRE. I LOVE A GOOD FIGHT, AN' THIS LOOKS TO BE ONE O' THE BEST.
I DON'T MIND DYIN', JUST SO I GET A FAIR SHOT AT DARKSEID FIRST.

PROFESSOR -- I SENSE AN EMPATHIC VOID -- DARKSEID IS BELOW US!
BUT WE DARE NOT ATTACK. ALL THOSE INNOCENT PEOPLE IN THE PARK --!

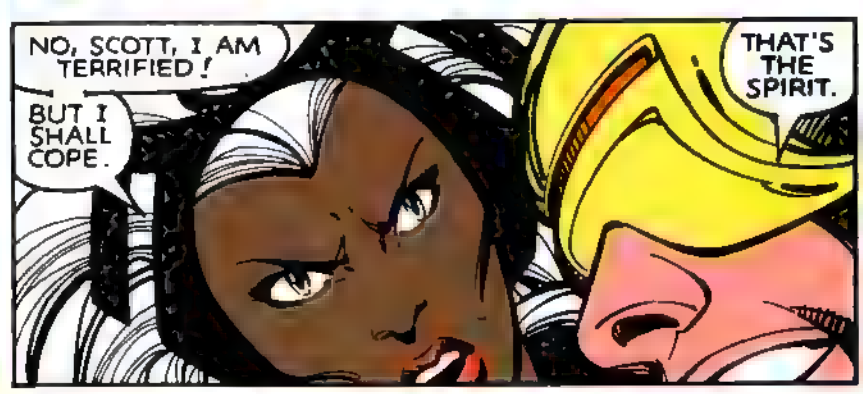
WE HAVE NO ALTERNATIVE, RAVEN. WE DARE NOT WAIT. THIS ONCE, WE DO NOT HAVE THE LUXURY OF CHOOSING BETWEEN GOOD AND EVIL...

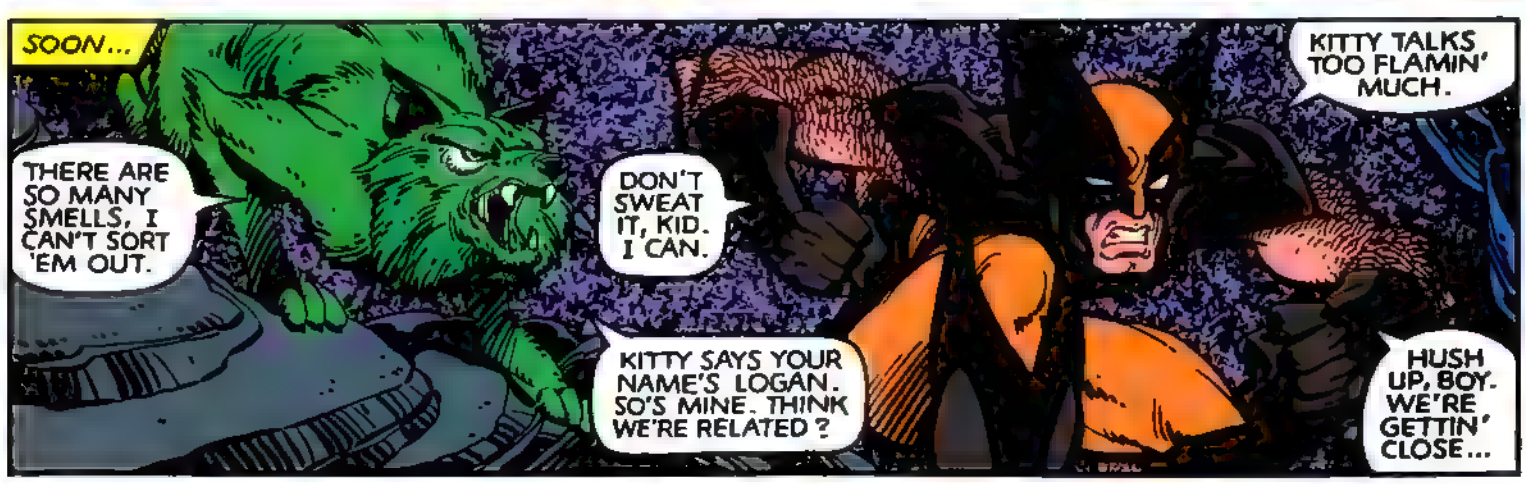
. BUT BETWEEN THE LESSER OF TWO EVILS.
THE WORLD, THE UNIVERSE -- THE FUTURE -- ARE AT STAKE, CHILD. IF THESE PEOPLE -- AND WE OURSELVES -- MUST PERISH TO SAVE THEM...
...THEN SO BE IT.
ONCE MORE, THE MOBIUS CHAIR DOES ITS JOB...

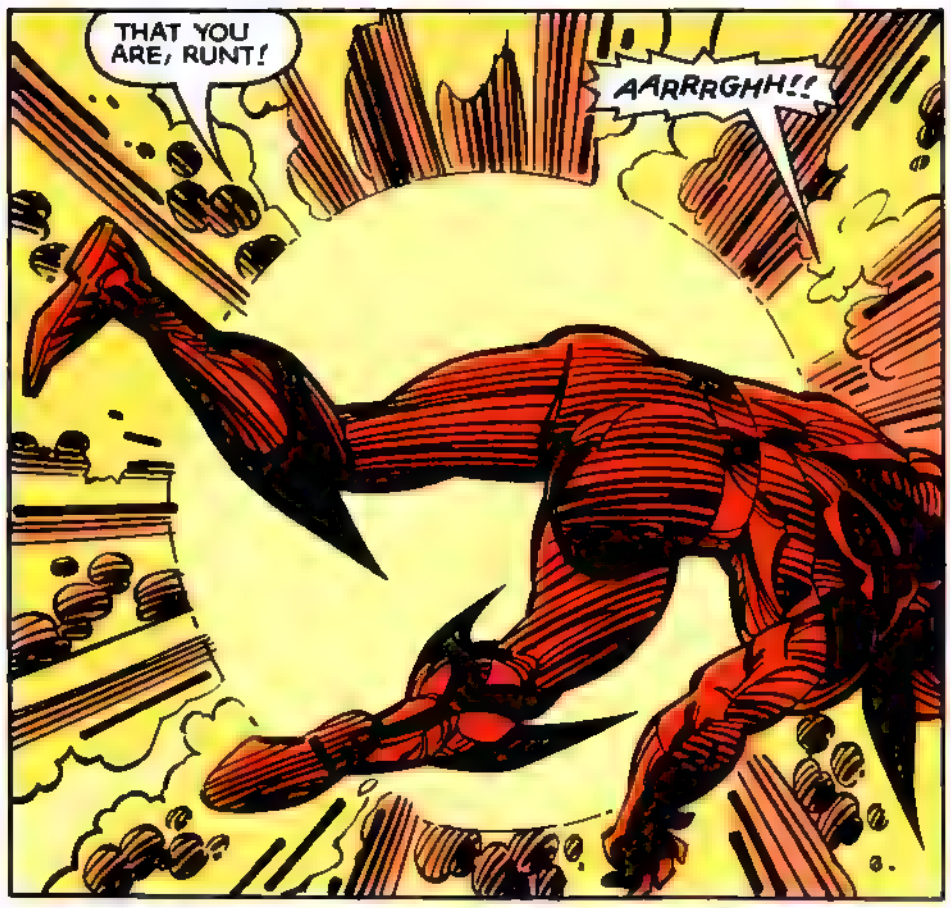

INSTANTLY TRANSPORTING OUR SUDDENLY SOMBER HEROES FAR UNDERGROUND.
DELIGHTFUL.
WHY CAN'T VILLAINS' HIDEOUTS EVER BE SOMEWHERE NICE, LIKE TAHITI?

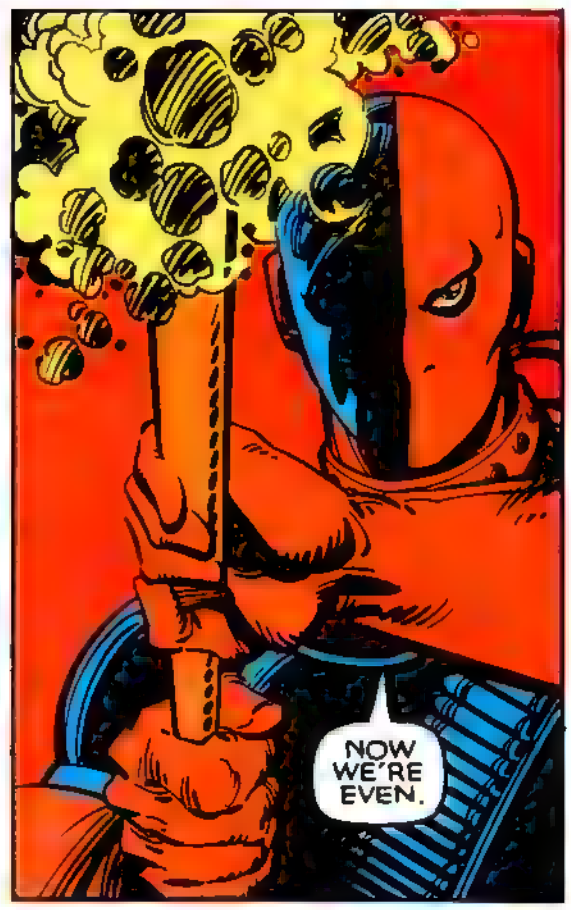
PERHAPS, CHANGELING, BECAUSE IF THEY LIVED IN SO BEAUTIFUL A SETTING, THEY WOULD NOT WISH TO BE VILLAINS.
I CAN'T SCENT THE OPPOSITION, CHARLEY.
I "HEAR" THEIR THOUGHTS, WOLVERINE. NONE ARE CLOSE AT HAND.
TOO BAD.

DARKSEID'S PLAN REQUIRES A MECHANISM. WE'RE NO MATCH FOR HIM AND PHOENIX, BUT IF WE DESTROY HIS DEVICE, THAT SHOULD BUY ENOUGH TIME TO SUMMON EVERY SUPER-HERO ON EARTH...
MY HANDS--SHAKING! MY CLAUSTROPHOBIA WAS UNDER CONTROL--UNTIL TERMINATOR'S RAY BROUGHT BACK ALL MY CHILDHOOD TERRORS, STRONGER THAN EVER.
YOU OKAY, ORORO?


NO, SCOTT, I AM TERRIFIED!
BUT I SHALL COPE.
THAT'S THE SPIRIT.

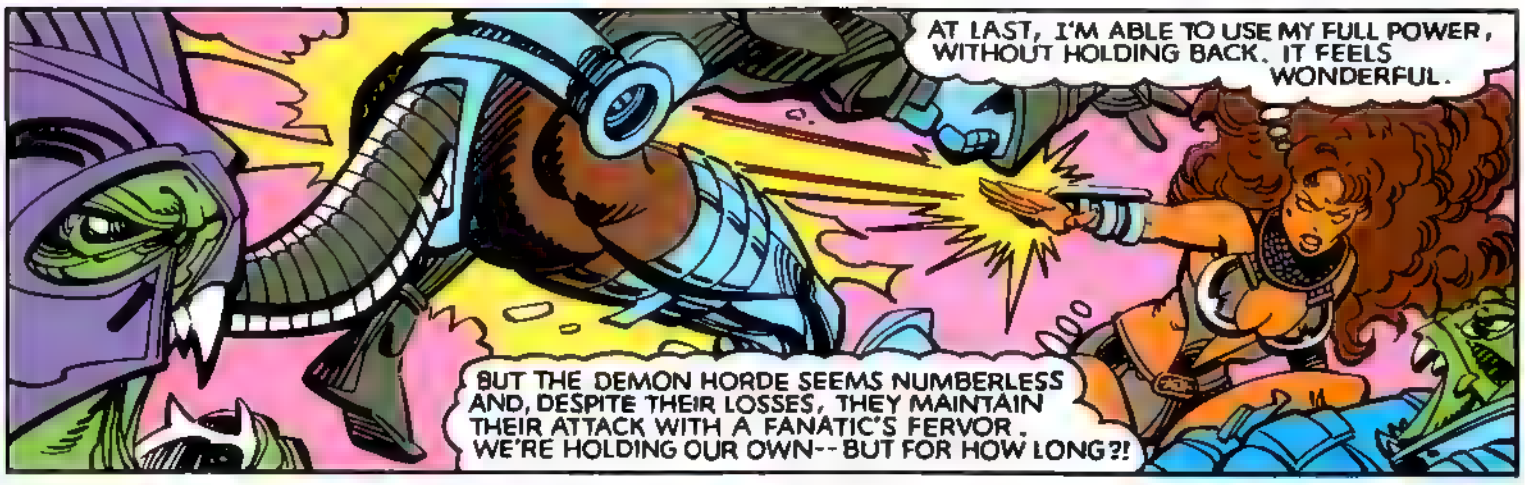

SOON...
THERE ARE SO MANY SMELLS, I CAN'T SORT 'EM OUT.
DON'T SWEAT IT, KID. I CAN.
KITTY SAYS YOUR NAME'S LOGAN. SO'S MINE. THINK WE'RE RELATED?
KITTY TALKS TOO FLAMIN' MUCH.
HUSH UP, BOY. WE'RE GETTIN' CLOSE...


THAT YOU ARE, RUNT!
AARRRGHH!!


NOW WE'RE EVEN.

INTRUDERS!
DESTROY THEM!
THE WALLS -- COLLAPSING!
PARA-DEMONS!

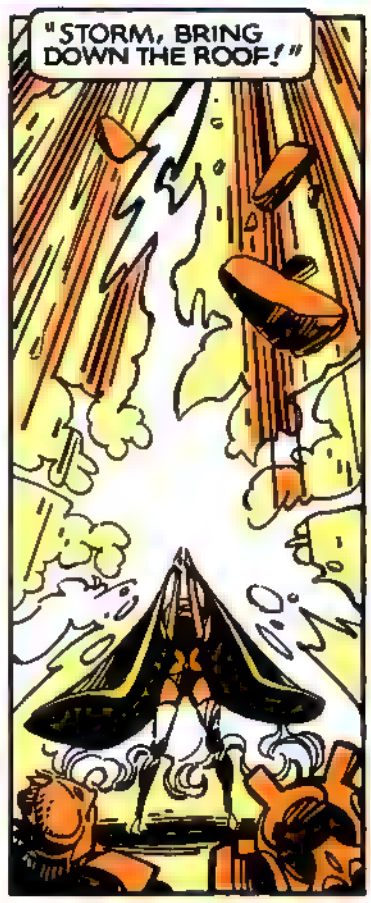
TERMINATOR'S CADRE HAS THE ADVANTAGE OF SURPRISE.
IT DOESN'T DO THEM MUCH GOOD.

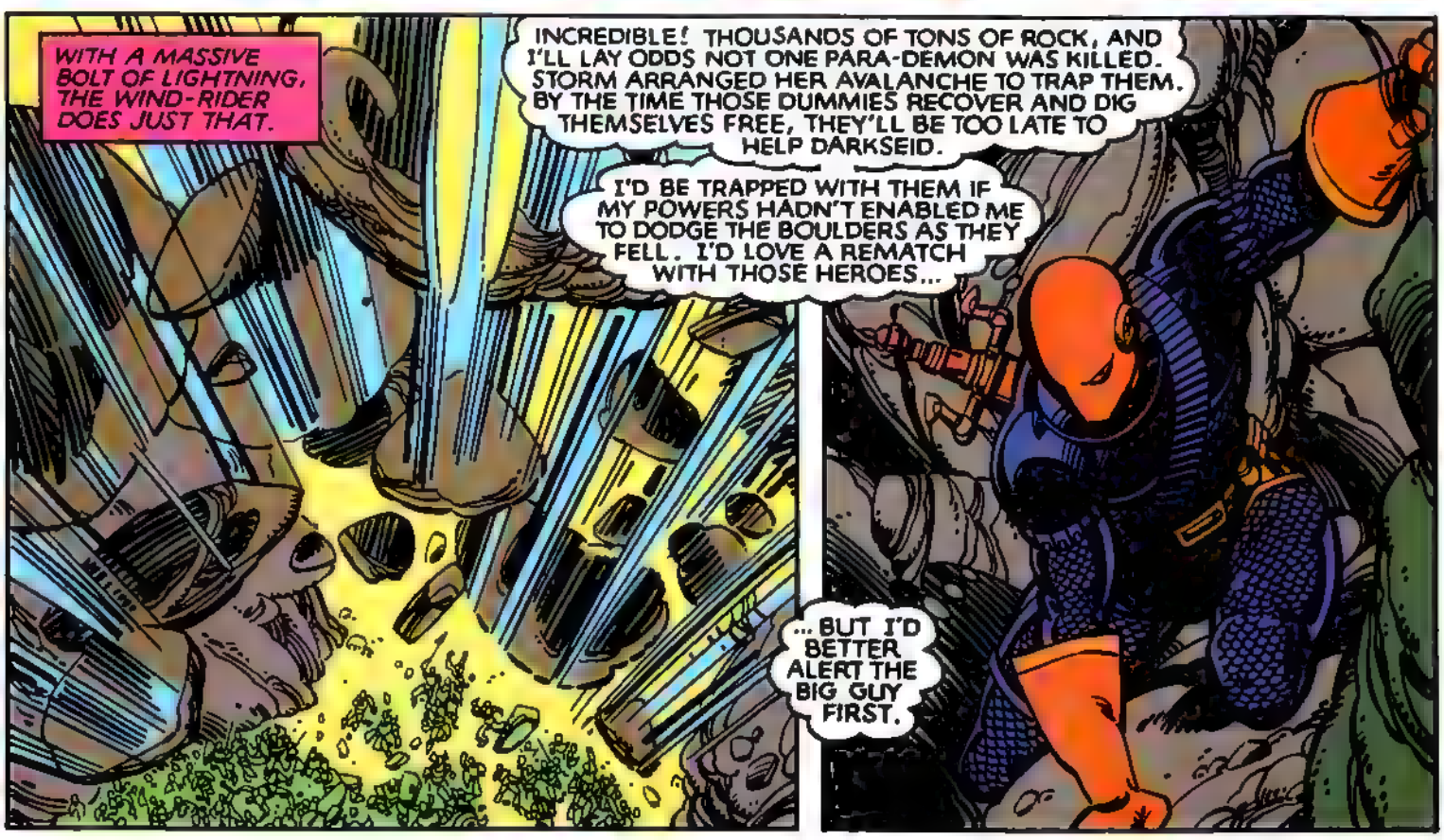

AT LAST, I'M ABLE TO USE MY FULL POWER, WITHOUT HOLDING BACK. IT FEELS WONDERFUL.
BUT THE DEMON HORDE SEEMS NUMBERLESS AND, DESPITE THEIR LOSSES, THEY MAINTAIN THEIR ATTACK WITH A FANATIC'S FERVOR. WE'RE HOLDING OUR OWN--BUT FOR HOW LONG?!

WE CAN'T STAY HERE, CYCLOPS.
I AGREE.
PROFESSOR, PHASE-SHIFT YOUR CHAIR OUT OF HERE! CYCLORG, CLEAR US SOME ROOM!

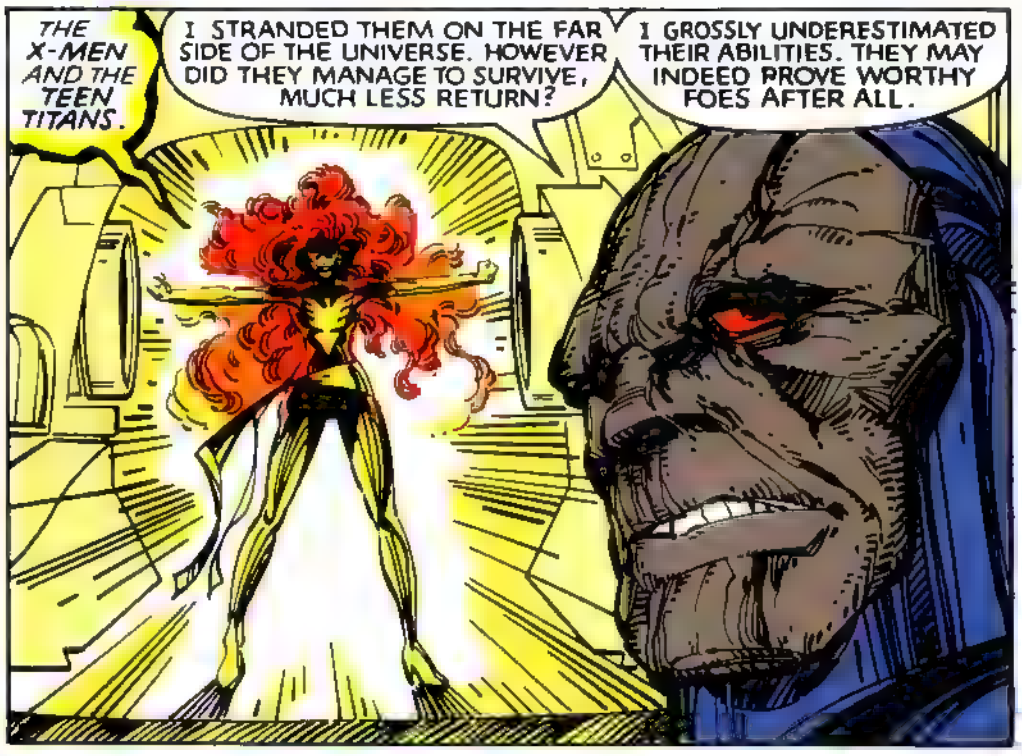
MY WHITE-SOUND GENERATOR HAS 'EM ONNA RUN, ONE-EYE. NOW WHAT?!

I'LL BLAST US AN ESCAPE ROUTE TO THE LOWER LEVELS.
AND, CYBORG, WE ALL HAVE NAMES.
I'D PREFER IT IF YOU USED THEM.

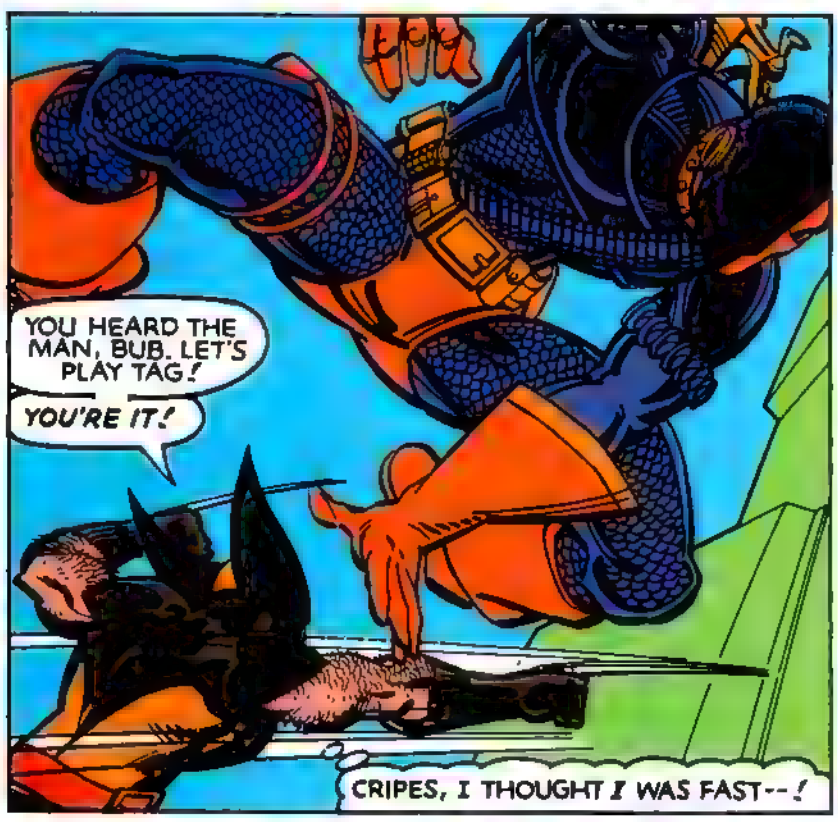

"STORM, BRING DOWN THE ROOF!"


WITH A MASSIVE BOLT OF LIGHTNING, THE WIND-RIDER DOES JUST THAT.
INCREDIBLE! THOUSANDS OF TONS OF ROCK, AND I'LL LAY ODDS NOT ONE PARA-DEMON WAS KILLED. STORM ARRANGED HER AVALANCHE TO TRAP THEM. BY THE TIME THOSE DUMMIES RECOVER AND DIG THEMSELVES FREE, THEY'LL BE TOO LATE TO HELP DARKSEID.
I'D BE TRAPPED WITH THEM IF MY POWERS HADN'T ENABLED ME TO DODGE THE BOULDERS AS THEY FELL. I'D LOVE A REMATCH WITH THOSE HEROES...
...BUT I'D BETTER ALERT THE BIG GUY FIRST.

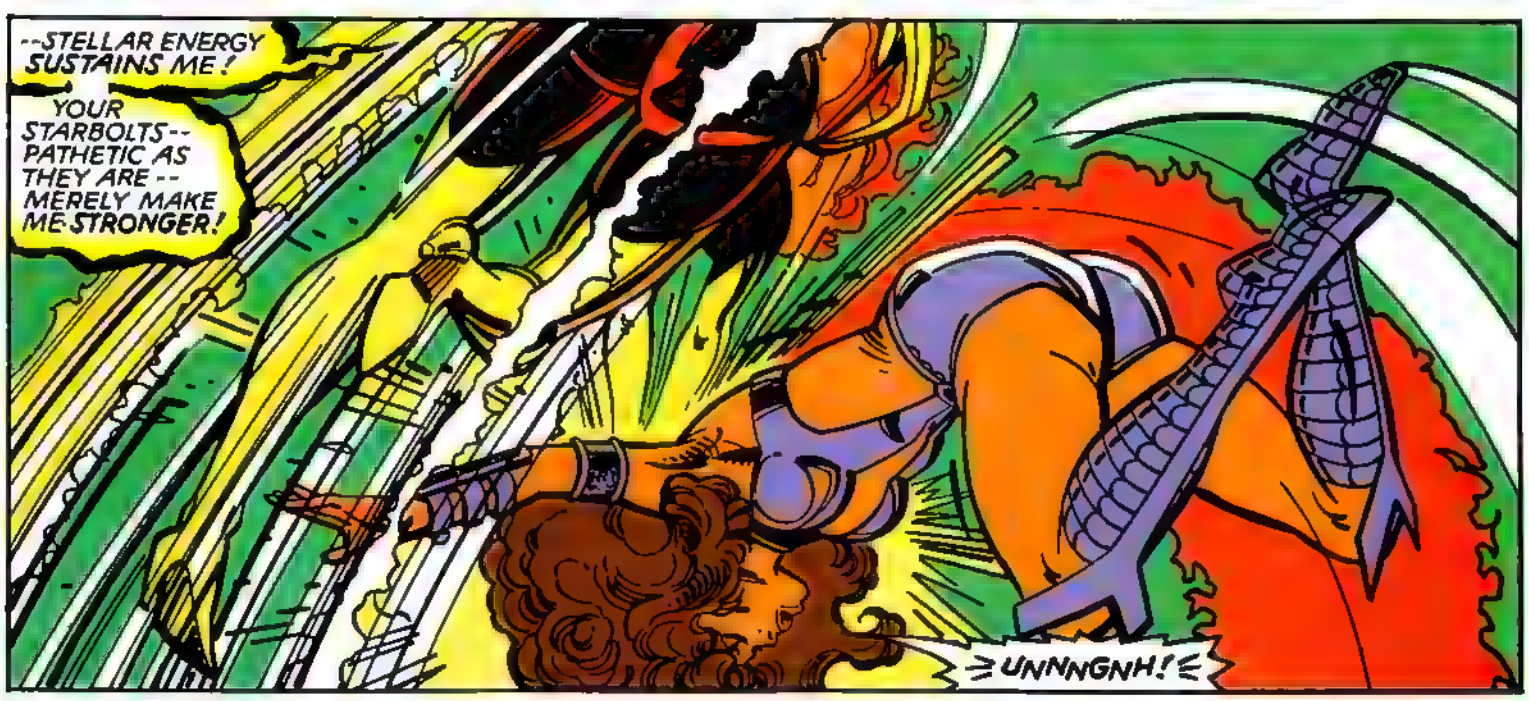
WE'VE ARRIVED, PEOPLE. END OF THE LINE.
WOW.
DARKSEID, MY LOVE, WE HAVE VISITORS.

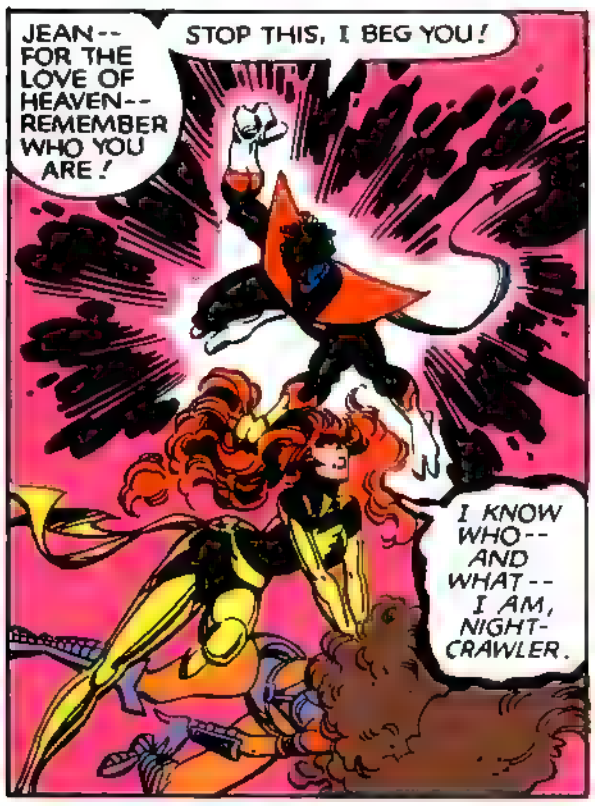

THE X-MEN AND THE TEEN TITANS.
I STRANDED THEM ON THE FAR SIDE OF THE UNIVERSE. HOWEVER DID THEY MANAGE TO SURVIVE, MUCH LESS RETURN?
I GROSSLY UNDERESTIMATED THEIR ABILITIES. THEY MAY INDEED PROVE WORTHY FOES AFTER ALL.

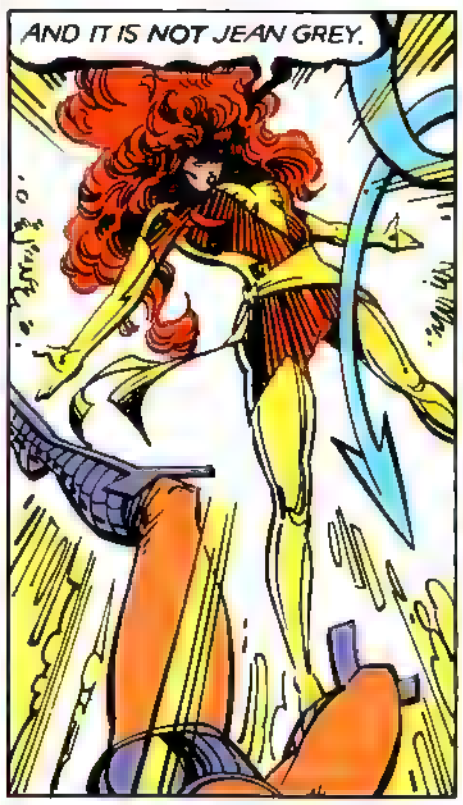
DARKSEID! WE GOT TROUBLE!
I AM AWARE OF OUR GUESTS, TERMINATOR. IT IS YOUR FUNCTION TO KEEP THEM... AMUSED...
...UNTIL MY WORK IS DONE.


YOU HEARD THE MAN, BUB. LET'S PLAY TAG!
YOU'RE IT!
CRIPES, I THOUGHT I WAS FAST--!

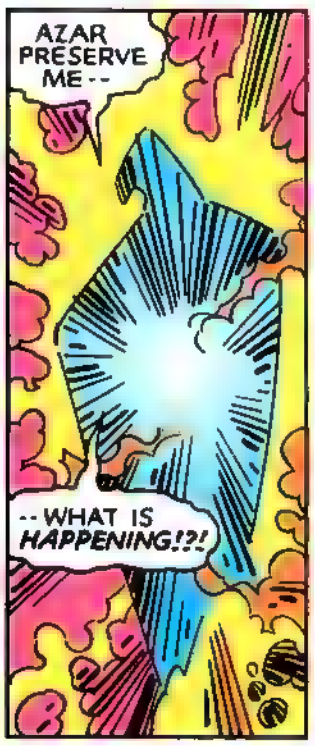
I STRIKE FOR THE PEOPLE OF D'BARI, EVIL ONE!
FOR VENGEANCE! FOR JUSTICE!
FOOLISH CHILD--

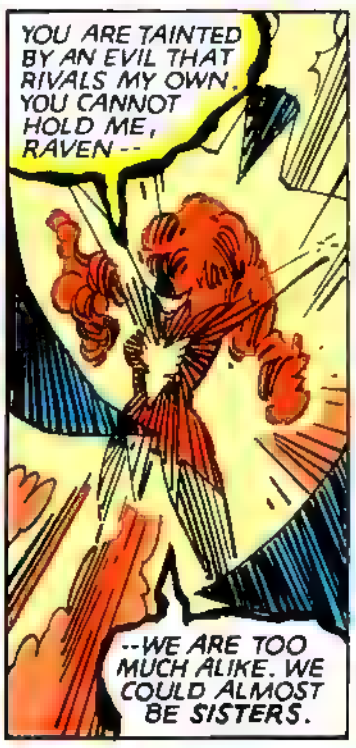

--STELLAR ENERGY SUSTAINS ME!
YOUR STARBOLTS-- PATHETIC AS THEY ARE -- MERELY MAKE ME STRONGER!
≥UNNNGNH!≤


JEAN-- FOR THE LOVE OF HEAVEN-- REMEMBER WHO YOU ARE!
STOP THIS, I BEG YOU!
I KNOW WHO-- AND WHAT-- I AM, NIGHT-CRAWLER.


AND IT IS NOT JEAN GREY.

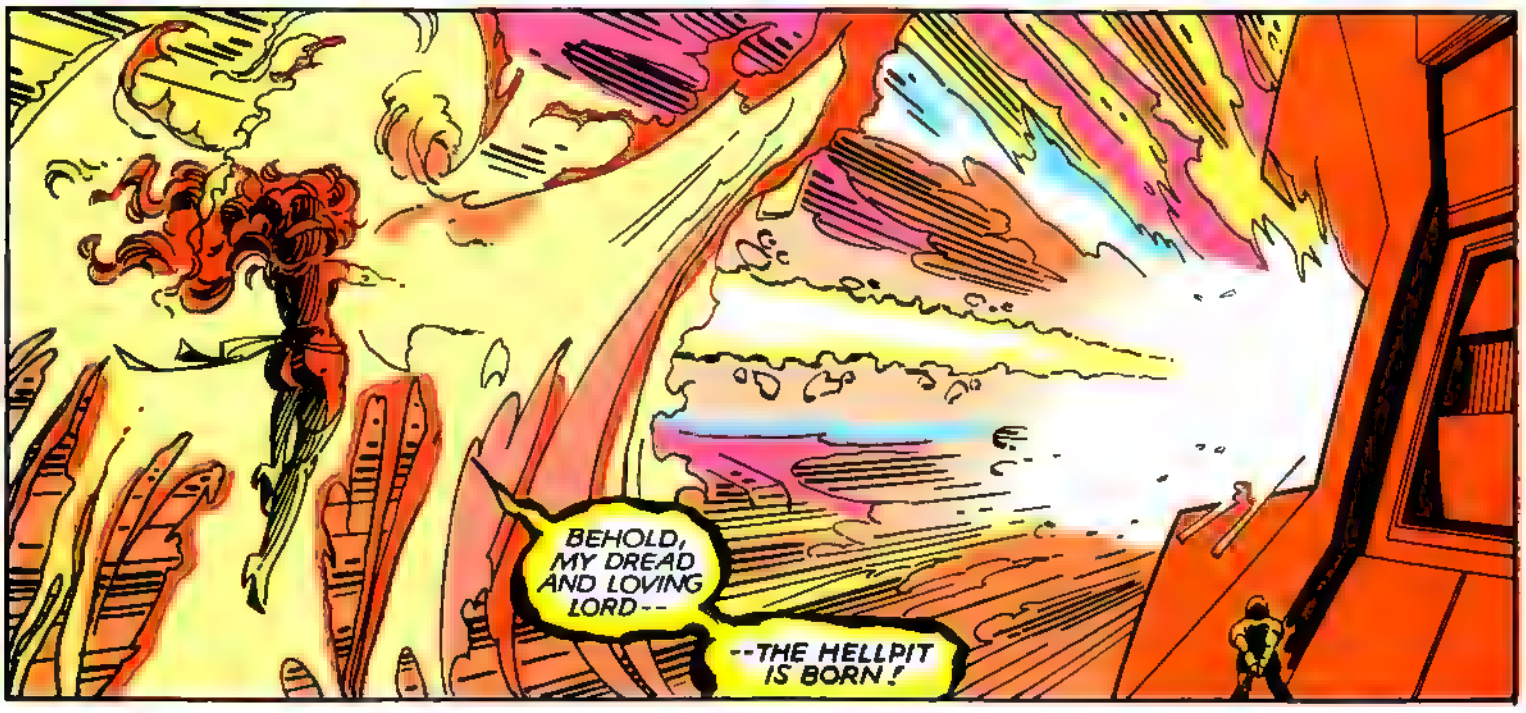
NEVER HAVE I BEHELD A CREATURE OF SUCH CONSUMMATE EVIL!
Ah! NOW THE HALFBREED EMPATH ENTERS THE LISTS
MY SOUL-SELF WILL END YOUR RAMPAGE, PHOENIX.

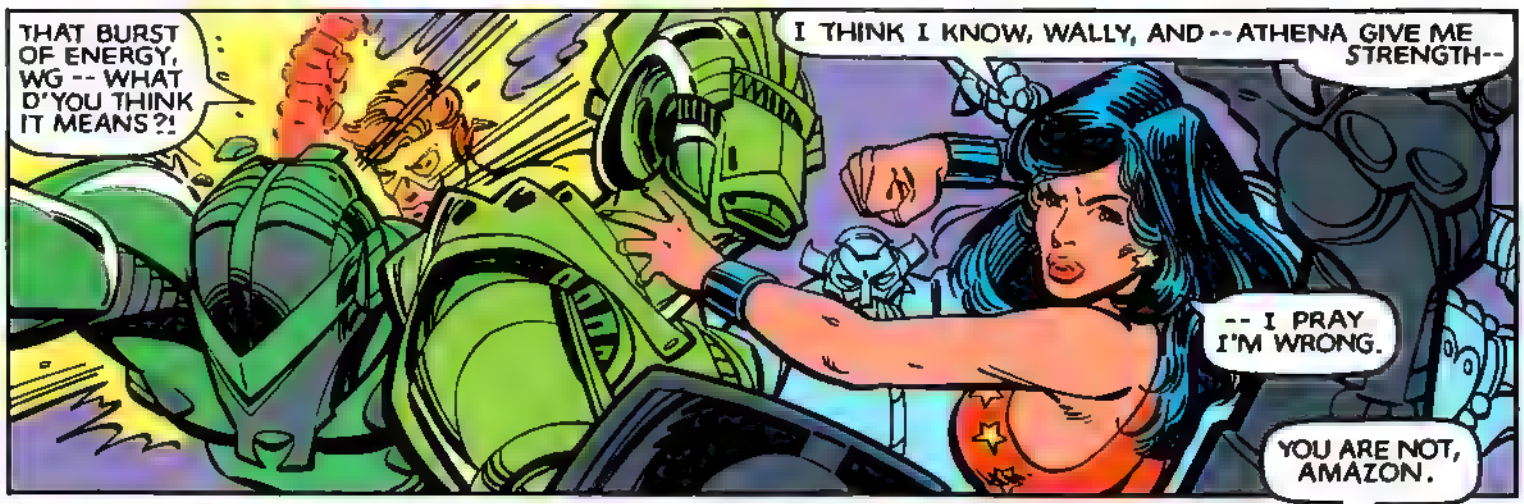

AZAR PRESERVE ME--
--WHAT IS HAPPENING!?!

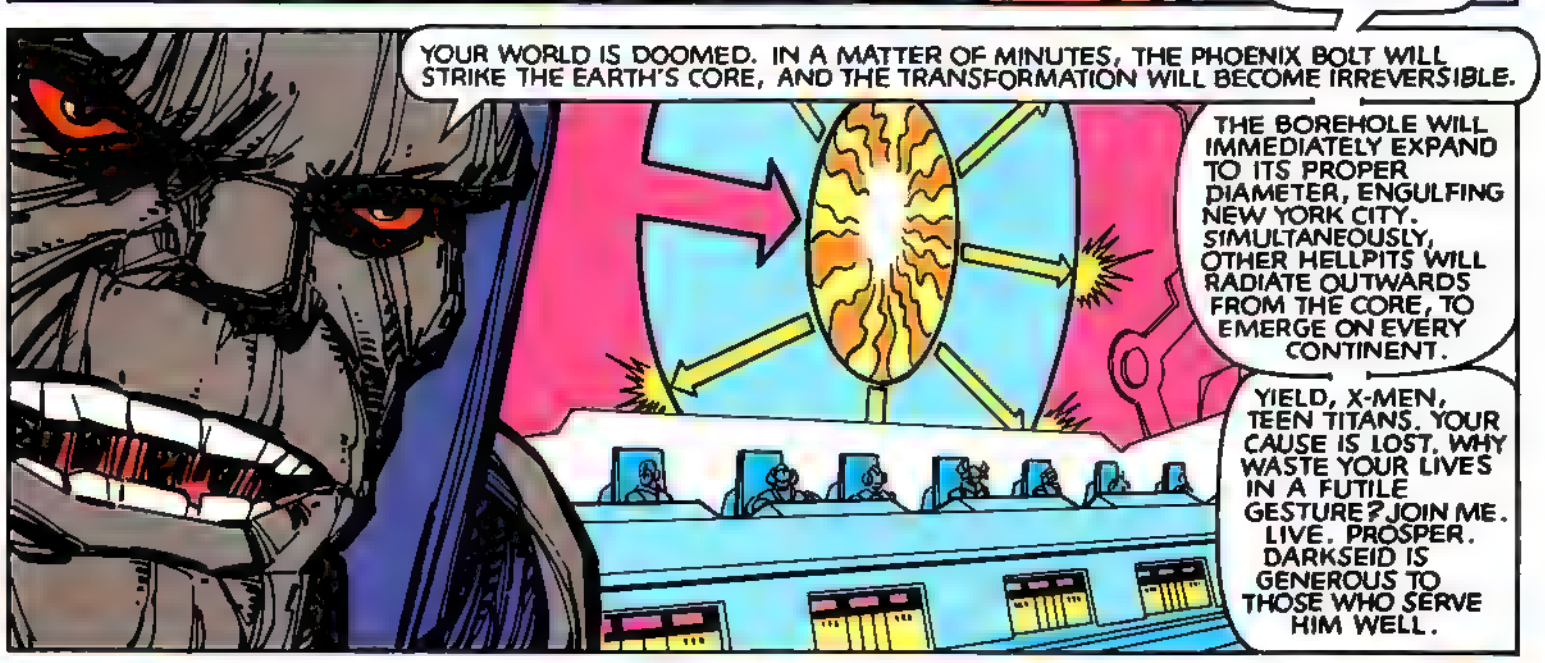

YOU ARE TAINTED BY AN EVIL THAT RIVALS MY OWN. YOU CANNOT HOLD ME, RAVEN--
--WE ARE TOO MUCH ALIKE. WE COULD ALMOST BE SISTERS.

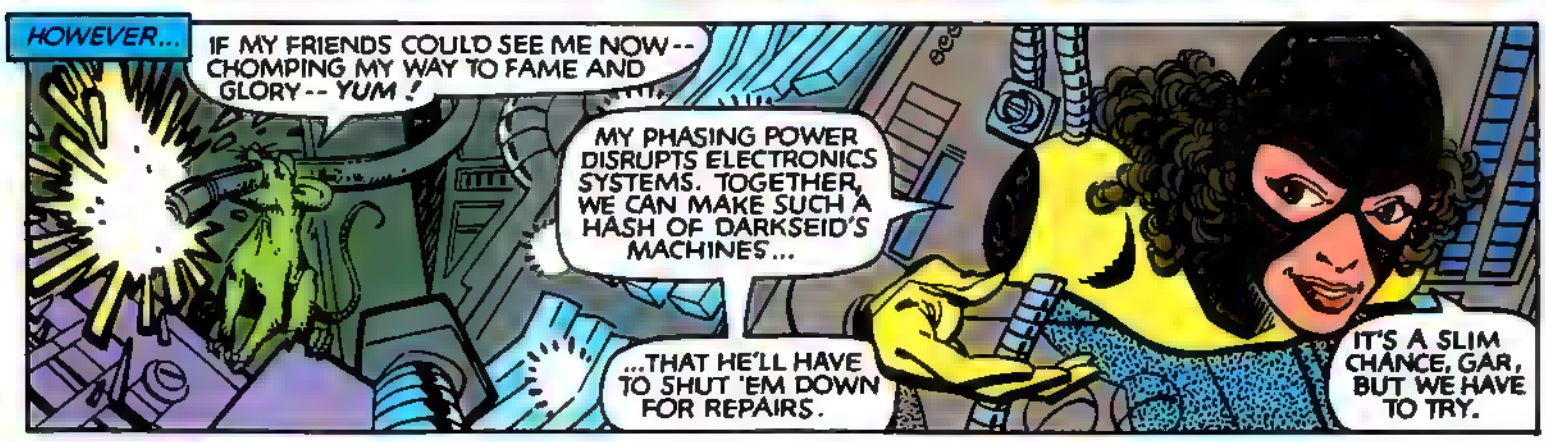
NO!!

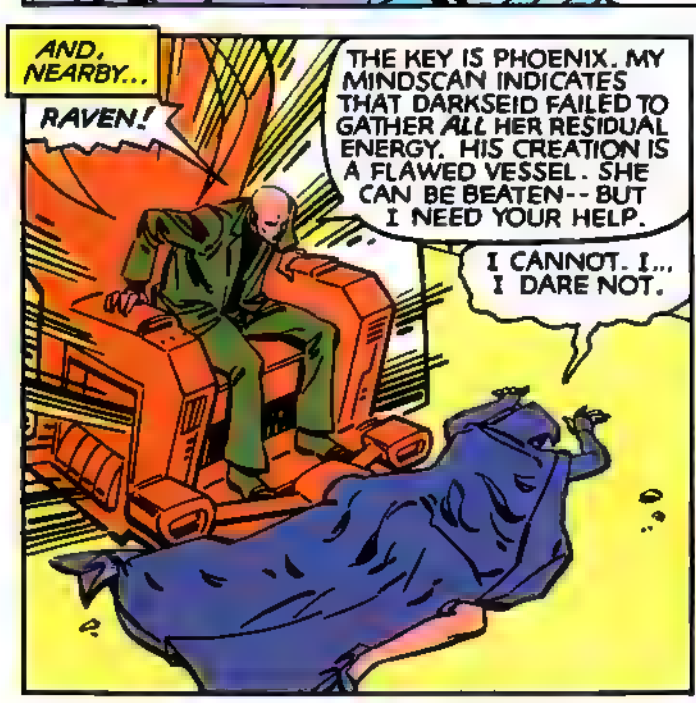
ENOUGH, PHOENIX.
THE MOMENT IS AT HAND. STRIKE.

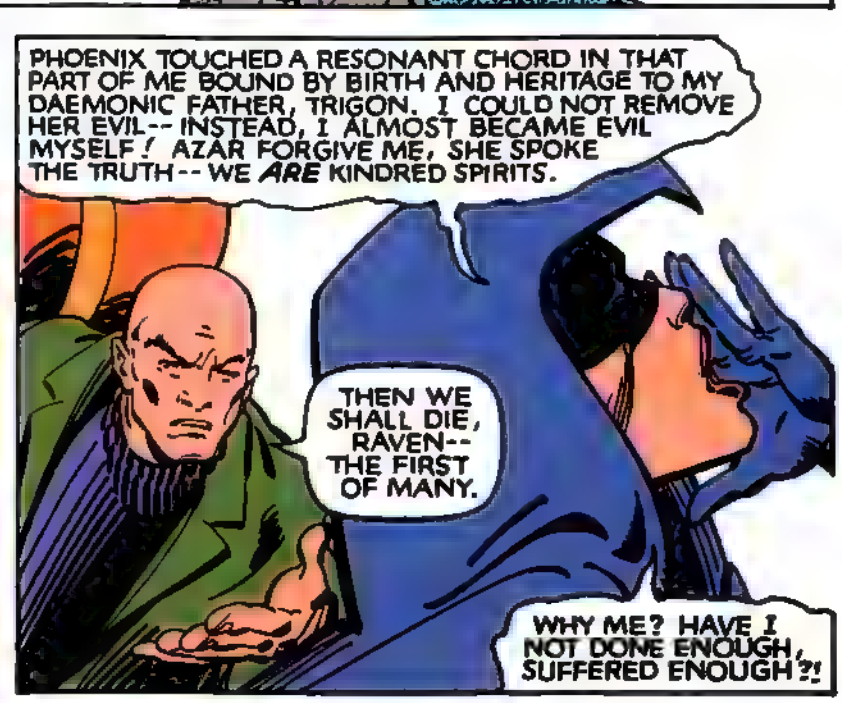

BEHOLD, MY DREAD AND LOVING LORD--
--THE HELLPIT IS BORN!

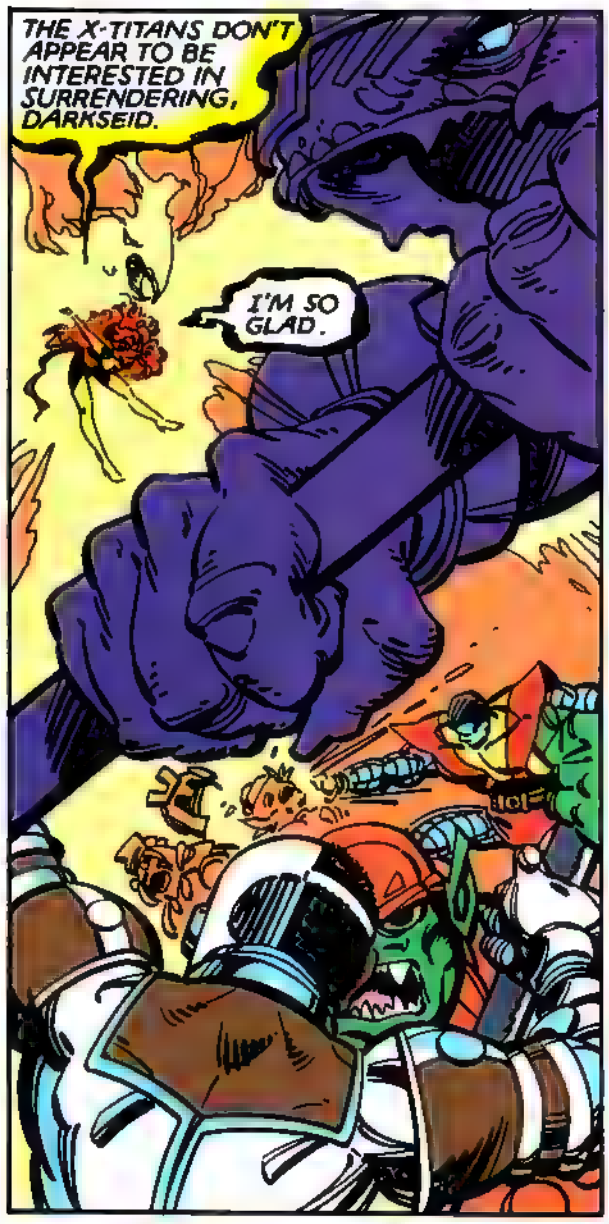

THAT BURST OF ENERGY, WG -- WHAT D'YOU THINK IT MEANS?!
I THINK I KNOW, WALLY, AND -- ATHENA GIVE ME STRENGTH--
-- I PRAY I'M WRONG.
YOU ARE NOT, AMAZON.


YOUR WORLD IS DOOMED. IN A MATTER OF MINUTES, THE PHOENIX BOLT WILL STRIKE THE EARTH'S CORE, AND THE TRANSFORMATION WILL BECOME IRREVERSIBLE.
THE BOREHOLE WILL IMMEDIATELY EXPAND TO ITS PROPER DIAMETER, ENGULFING NEW YORK CITY. SIMULTANEOUSLY, OTHER HELLPITS WILL RADIATE OUTWARDS FROM THE CORE, TO EMERGE ON EVERY CONTINENT.
YIELD, X-MEN, TEEN TITANS. YOUR CAUSE IS LOST. WHY WASTE YOUR LIVES IN A FUTILE GESTURE? JOIN ME. LIVE. PROSPER. DARKSEID IS GENEROUS TO THOSE WHO SERVE HIM WELL.


HOWEVER...
IF MY FRIENDS COULD SEE ME NOW -- CHOMPING MY WAY TO FAME AND GLORY -- YUM!
MY PHASING POWER DISRUPTS ELECTRONICS SYSTEMS. TOGETHER, WE CAN MAKE SUCH A HASH OF DARKSEID'S MACHINES...
...THAT HE'LL HAVE TO SHUT 'EM DOWN FOR REPAIRS.
IT'S A SLIM CHANCE, GAR, BUT WE HAVE TO TRY.

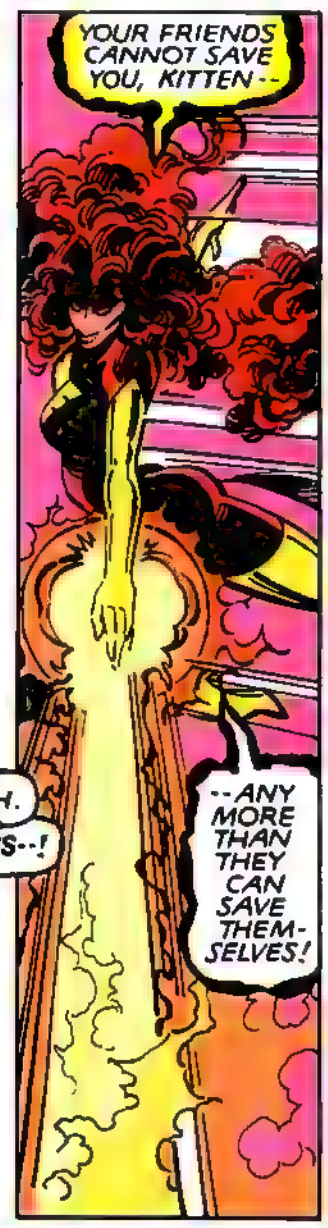

AND, NEARBY...
RAVEN!
THE KEY IS PHOENIX. MY MINDSCAN INDICATES THAT DARKSEID FAILED TO GATHER ALL HER RESIDUAL ENERGY. HIS CREATION IS A FLAWED VESSEL. SHE CAN BE BEATEN -- BUT I NEED YOUR HELP.
I CANNOT. I... I DARE NOT.

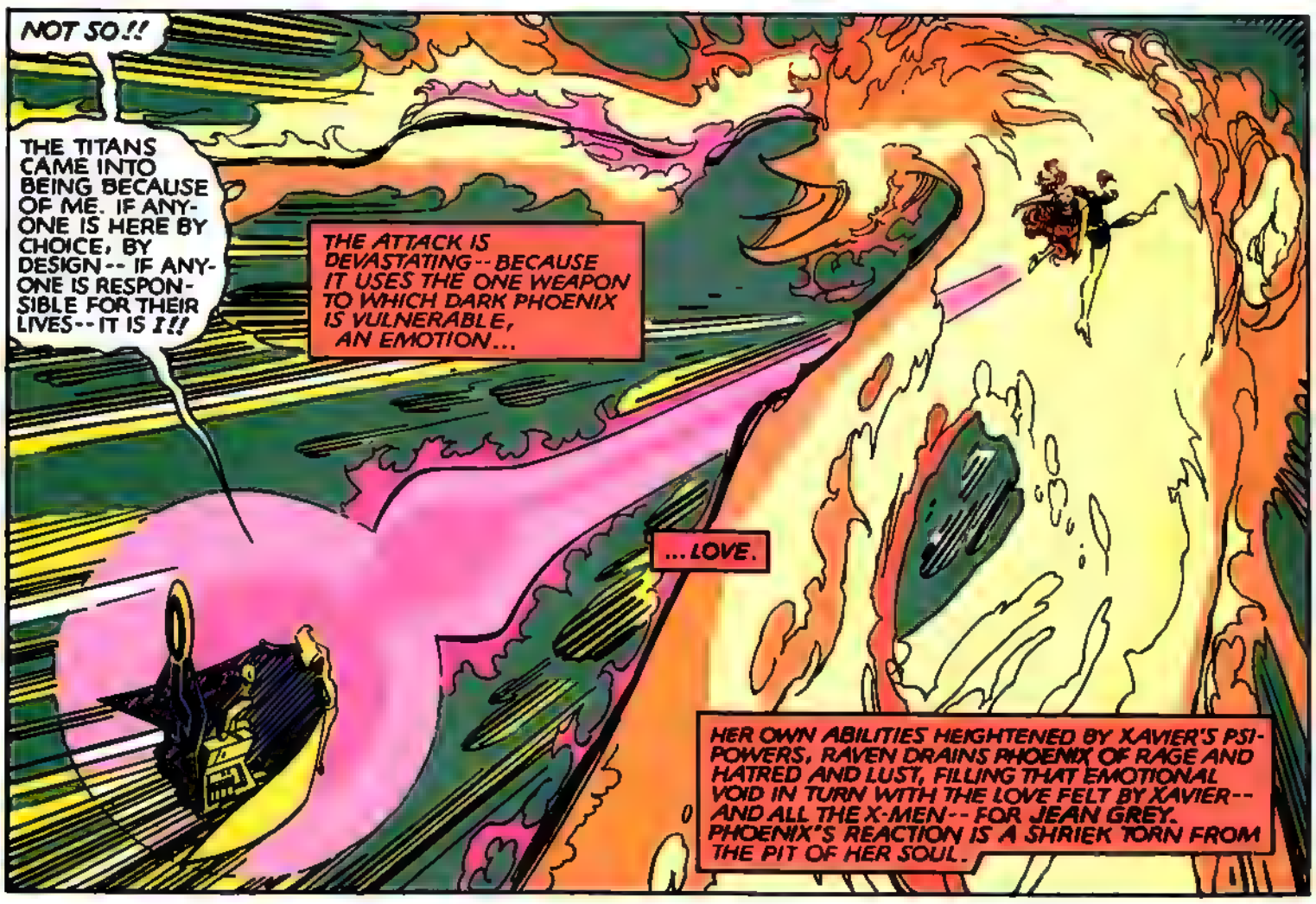

PHOENIX TOUCHED A RESONANT CHORD IN THAT PART OF ME BOUND BY BIRTH AND HERITAGE TO MY DAEMONIC FATHER, TRIGON. I COULD NOT REMOVE HER EVIL -- INSTEAD, I ALMOST BECAME EVIL MYSELF! AZAR FORGIVE ME, SHE SPOKE THE TRUTH -- WE ARE KINDRED SPIRITS.
THEN WE SHALL DIE, RAVEN -- THE FIRST OF MANY.
WHY ME? HAVE I NOT DONE ENOUGH, SUFFERED ENOUGH?!

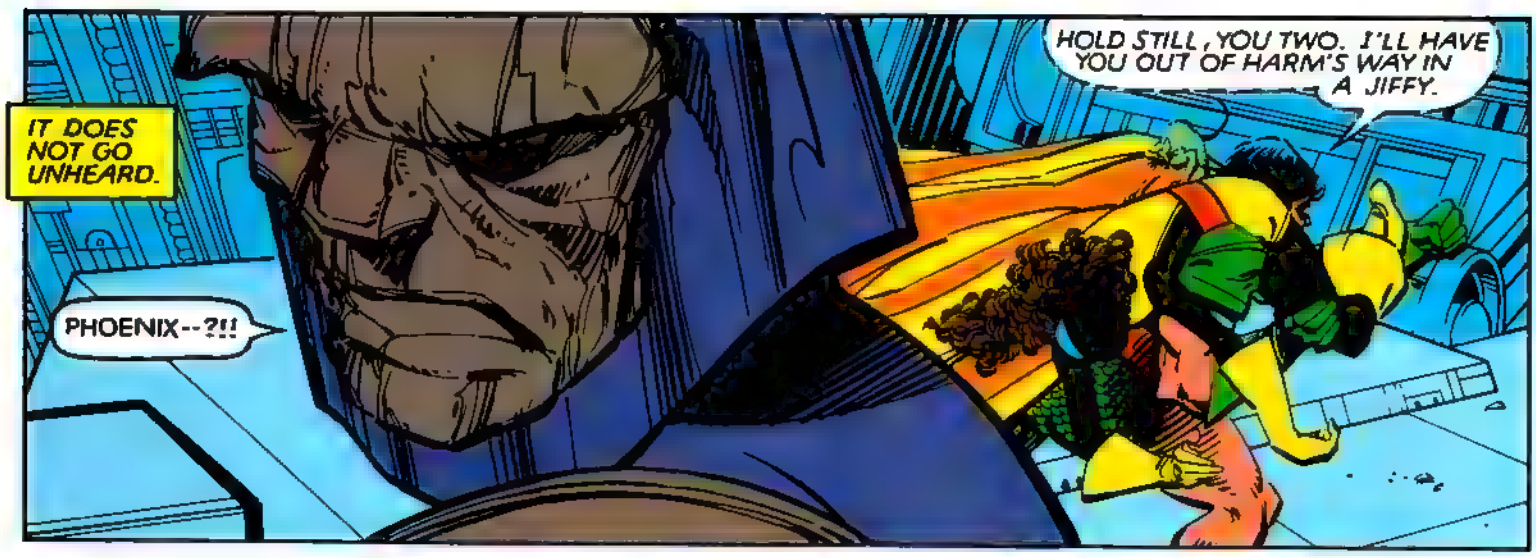

THE X-TITANS DON'T APPEAR TO BE INTERESTED IN SURRENDERING, DARKSEID.
I'M SO GLAD.

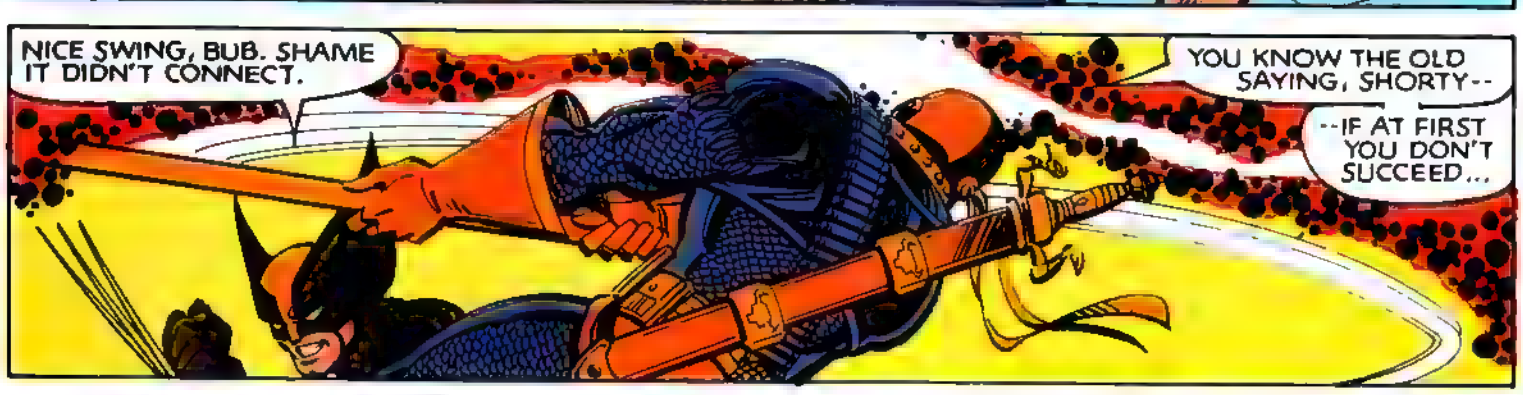
DO AS YOU WISH WITH THEM, PHOENIX, WHILE I DEAL WITH THESE MINOR DISTRACTIONS.
YOW!

THE CHILDREN! YOUR COURAGE AND AUDACITY DO YOU CREDIT. BUT SINCE YOU HAVE CHOSEN TO FIGHT AS ADULTS, YOU MAY SUFFER THEIR FATE.
UH-OH.
GUYS--!

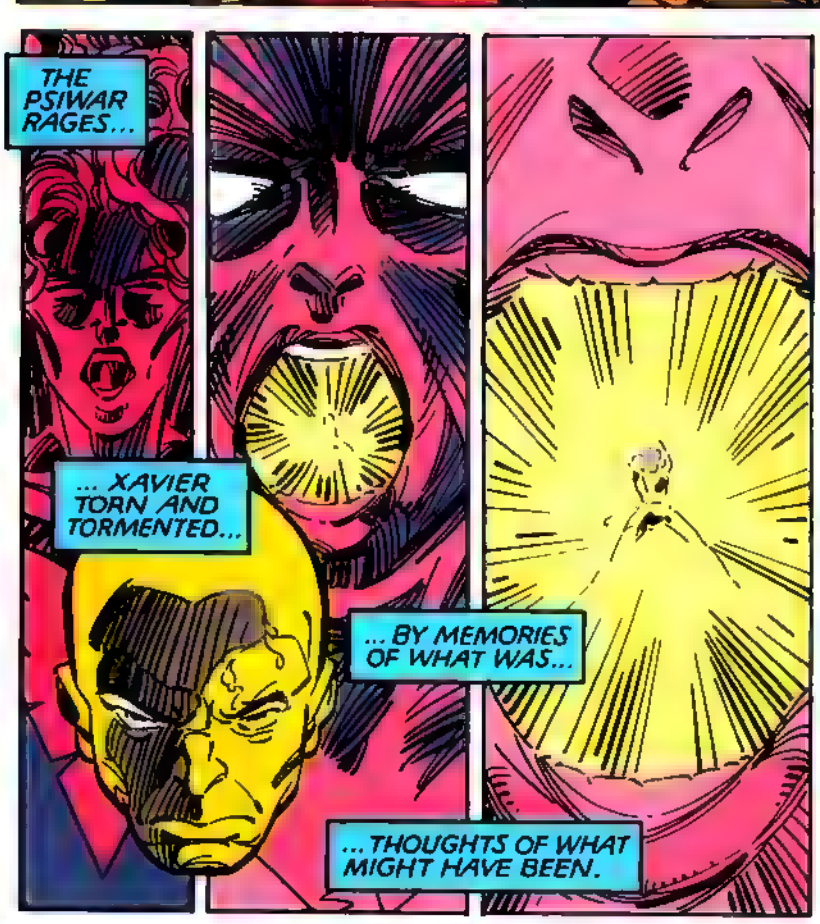

YOUR FRIENDS CANNOT SAVE YOU, KITTEN--
--ANY MORE THAN THEY CAN SAVE THEM-SELVES!


NOT SO!!
THE TITANS CAME INTO BEING BECAUSE OF ME. IF ANY-ONE IS HERE BY CHOICE, BY DESIGN-- IF ANY-ONE IS RESPON-SIBLE FOR THEIR LIVES--IT IS I!!
THE ATTACK IS DEVASTATING--BECAUSE IT USES THE ONE WEAPON TO WHICH DARK PHOENIX IS VULNERABLE, AN EMOTION...
...LOVE.
HER OWN ABILITIES HEIGHTENED BY XAVIER'S PSI-POWERS, RAVEN DRAINS PHOENIX OF RAGE AND HATRED AND LUST, FILLING THAT EMOTIONAL VOID IN TURN WITH THE LOVE FELT BY XAVIER--AND ALL THE X-MEN--FOR JEAN GREY. PHOENIX'S REACTION IS A SHRIEK TORN FROM THE PIT OF HER SOUL.

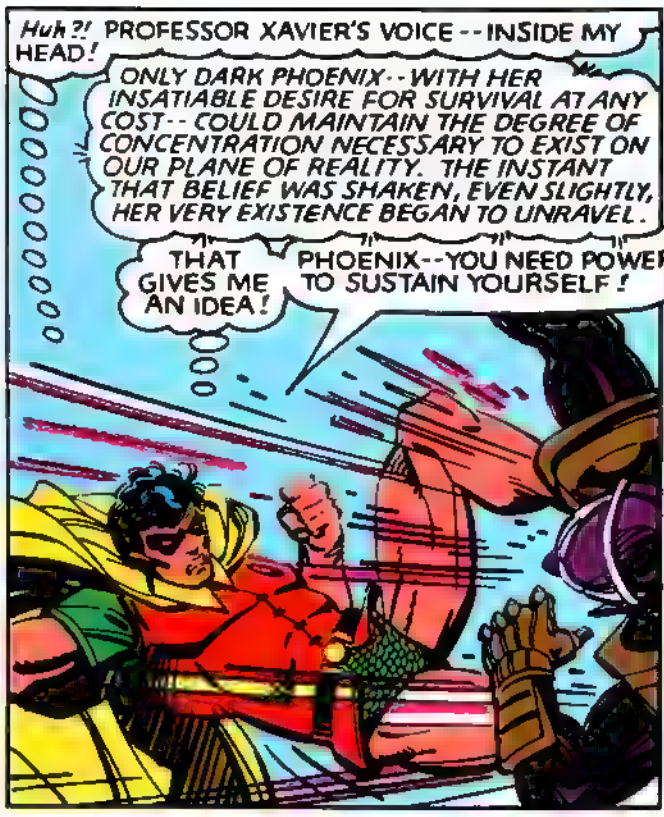

IT DOES NOT GO UNHEARD.
PHOENIX--?!!
HOLD STILL, YOU TWO. I'LL HAVE YOU OUT OF HARM'S WAY IN A JIFFY.

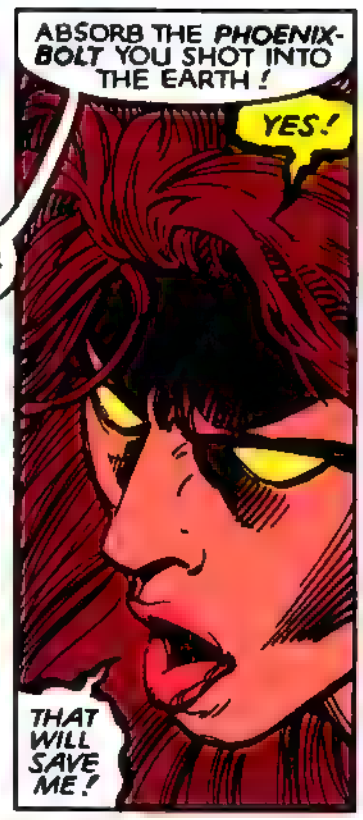

NICE SWING, BUB. SHAME IT DIDN'T CONNECT.
YOU KNOW THE OLD SAYING, SHORTY--
--IF AT FIRST YOU DON'T SUCCEED...

NO FOOLIN'.
WHAT'S CHARLES DOING TO PHOENIX?! SHE SOUNDS LIKE SHE'S IN AGONY. I KNOW SHE'S A CREATION OF DARKSEID-- THAT SHE CAN'T BE JEAN-- YET I FEEL HER PAIN AS I WOULD JEAN'S.
EVIL AS PHOENIX IS, I CAN'T BEAR TO SEE HER HURT.

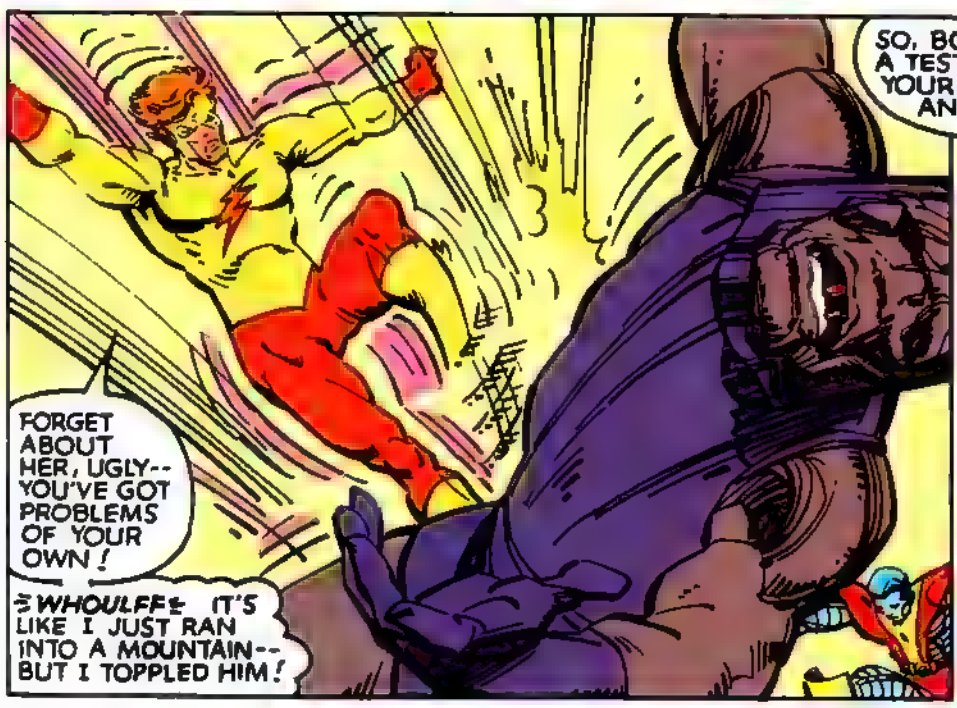

THE PSIWAR RAGES...
... XAVIER TORN AND TORMENTED...
... BY MEMORIES OF WHAT WAS...
... THOUGHTS OF WHAT MIGHT HAVE BEEN.

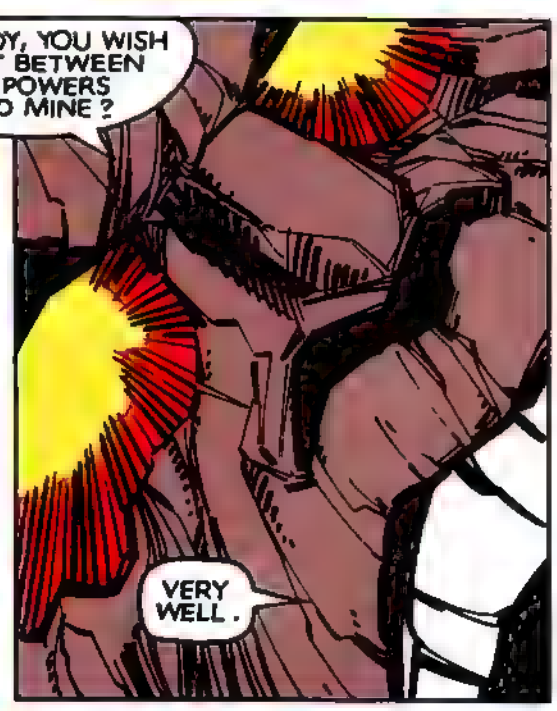
BUT, SURPRISINGLY, INSTEAD OF WEAKENING HIM, HIS GRIEF ONLY STRENGTHENS HIS RESOLVE. THEN..
M MY BODY--?!?
I... FEEL SO... STRANGE...
DISCORPORATION, EVIL ONE. YOUR FORM IS RETURNING TO THE ETERNAL COSMOS WHENCE IT CAME.


Huh?! PROFESSOR XAVIER'S VOICE--INSIDE MY HEAD!
ONLY DARK PHOENIX--WITH HER INSATIABLE DESIRE FOR SURVIVAL AT ANY COST--COULD MAINTAIN THE DEGREE OF CONCENTRATION NECESSARY TO EXIST ON OUR PLANE OF REALITY. THE INSTANT THAT BELIEF WAS SHAKEN, EVEN SLIGHTLY, HER VERY EXISTENCE BEGAN TO UNRAVEL.
THAT GIVES ME AN IDEA!
PHOENIX--YOU NEED POWER TO SUSTAIN YOURSELF!

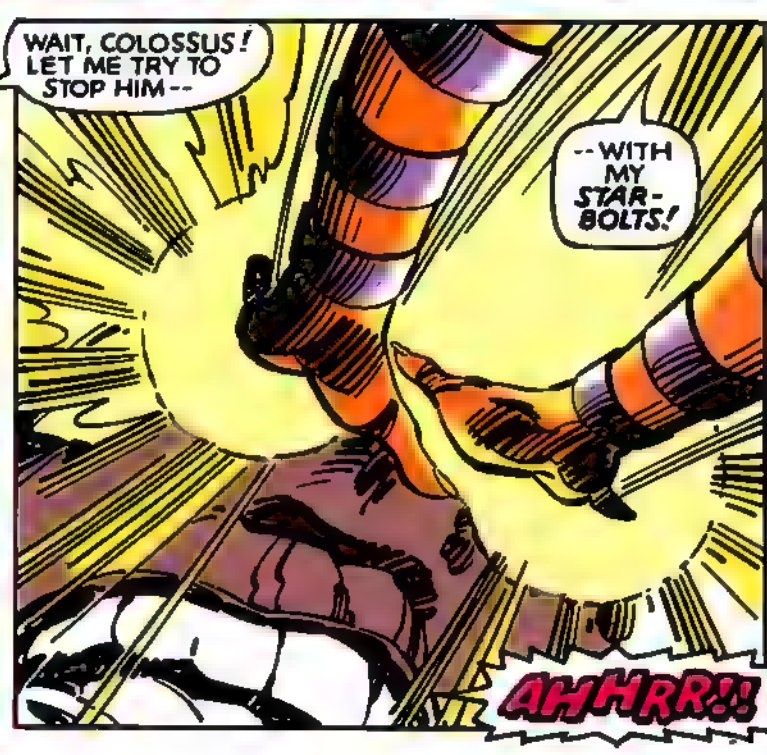

ABSORB THE PHOENIX-BOLT YOU SHOT INTO THE EARTH!
YES!
THAT WILL SAVE ME!

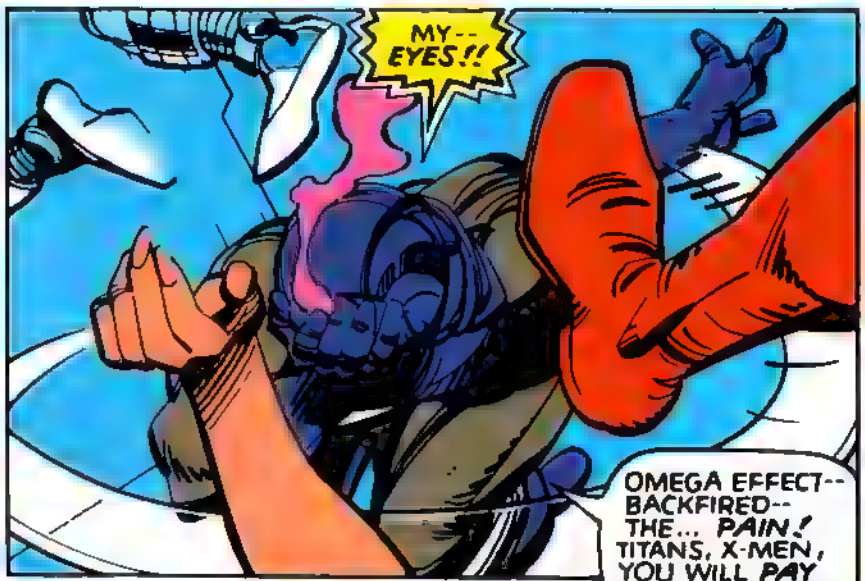
NO!!
ULTIMATE VICTORY IS WITHIN MY GRASP! EVEN YOU WILL NOT BE PERMITTED TO THWART ME!

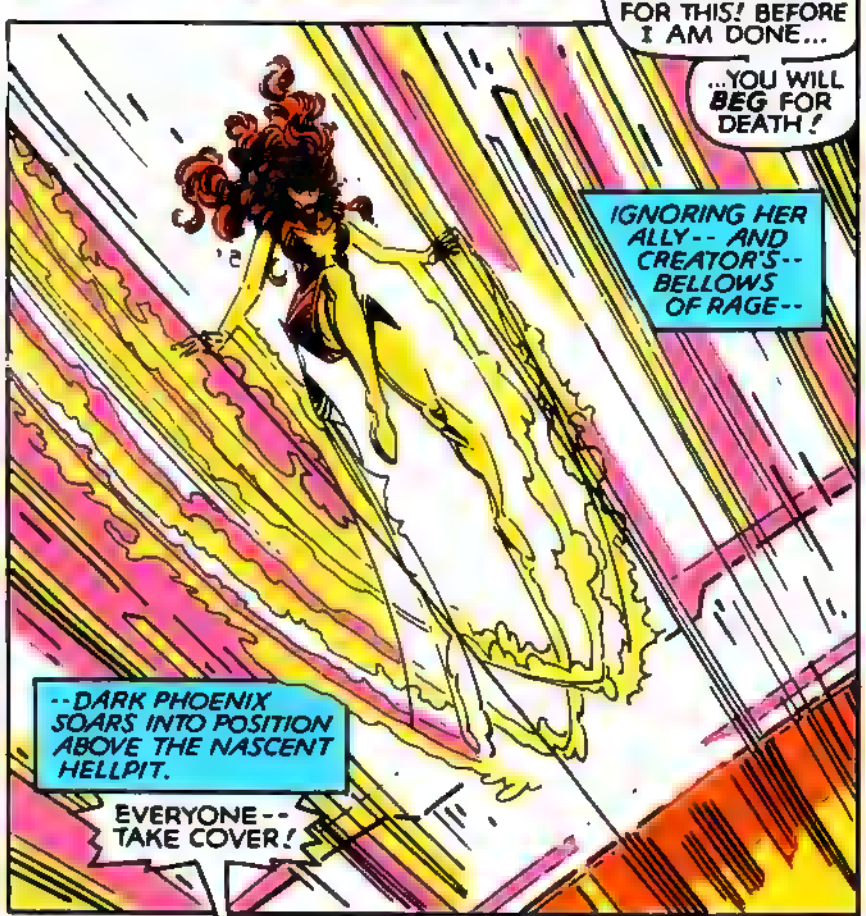

FORGET ABOUT HER, UGLY--YOU'VE GOT PROBLEMS OF YOUR OWN!
WHOULFF! IT'S LIKE I JUST RAN INTO A MOUNTAIN--BUT I TOPPLED HIM!


SO, BOY, YOU WISH A TEST BETWEEN YOUR POWERS AND MINE?
VERY WELL.

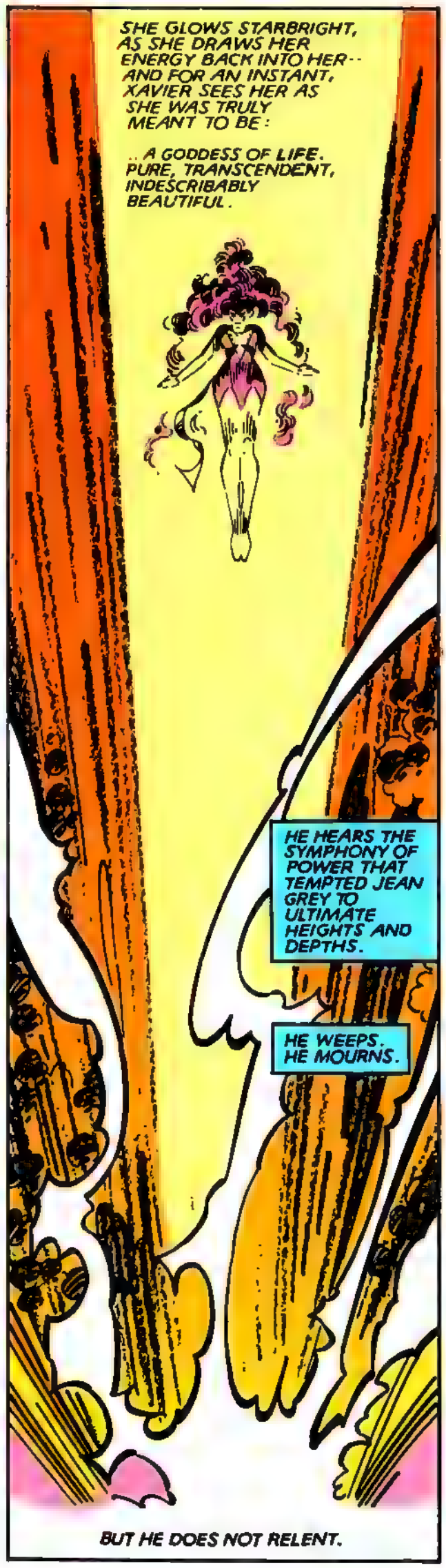
IT WILL BE THE FINAL LESSON--FOR ALL OF YOU!
MY OMEGA EFFECT WILL EXPUNGE YOU, AS IF YOU HAD NEVER BEEN.
I WILL COVER HIS EYES! PERHAPS MY ARMORED BODY CAN BLOCK THE BEAMS!


WAIT, COLOSSUS! LET ME TRY TO STOP HIM--
--WITH MY STAR-BOLTS!
AHHRR!!

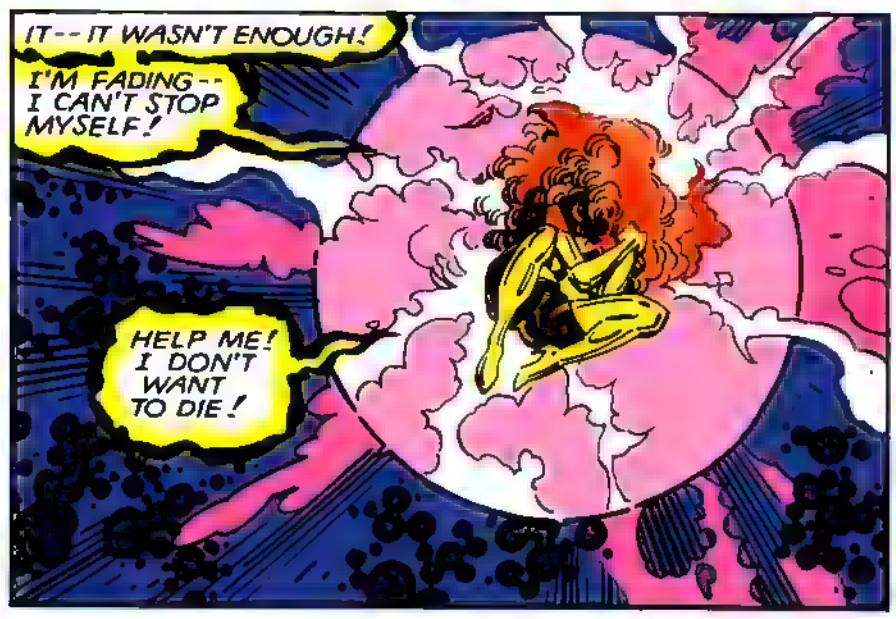

MY-- EYES!!
OMEGA EFFECT-- BACKFIRED-- THE... PAIN! TITANS, X-MEN, YOU WILL PAY FOR THIS! BEFORE I AM DONE...


...YOU WILL BEG FOR DEATH!
IGNORING HER ALLY-- AND CREATOR'S-- BELLOWS OF RAGE--
--DARK PHOENIX SOARS INTO POSITION ABOVE THE NASCENT HELLPIT.
EVERYONE-- TAKE COVER!

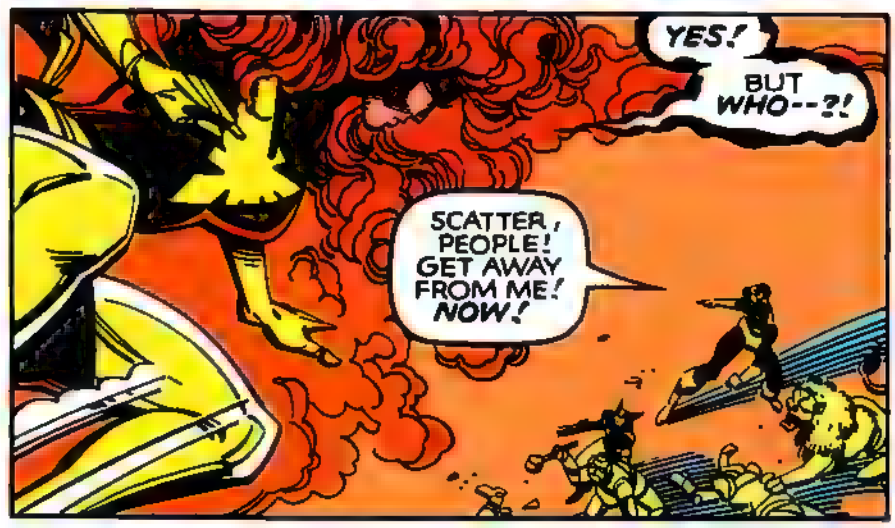
RAVEN AND I FORGED A MINDLINK WITH DARK PHOENIX. I MUST NOT ALLOW IT TO BE BROKEN, OR ALLOW HER A MOMENT'S RESPITE.
PHOENIX IS VULNERABLE. IF I KEEP HAMMERING AT HER, SHE MAY WELL BREAK.

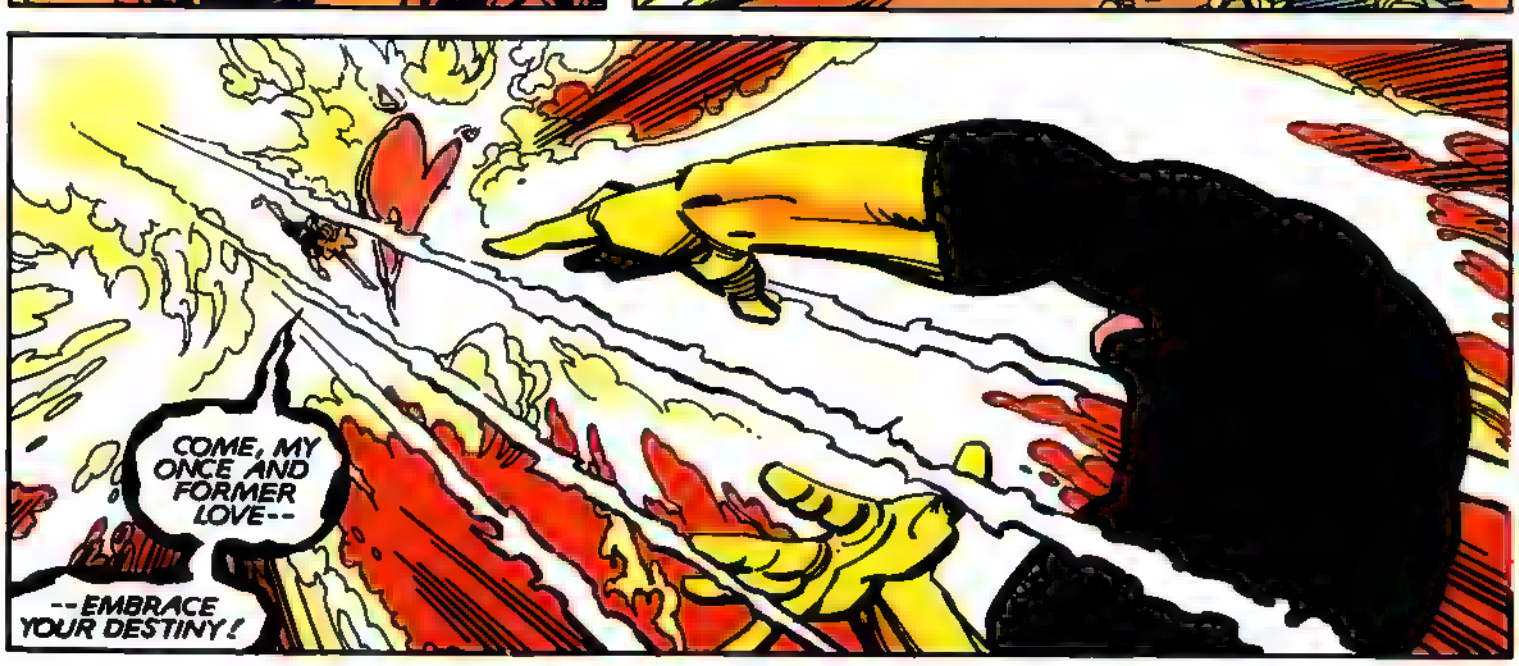

SHE GLOWS STARBRIGHT, AS SHE DRAWS HER ENERGY BACK INTO HER-- AND FOR AN INSTANT, XAVIER SEES HER AS SHE WAS TRULY MEANT TO BE:
.. A GODDESS OF LIFE. PURE, TRANSCENDENT, INDESCRIBABLY BEAUTIFUL.
HE HEARS THE SYMPHONY OF POWER THAT TEMPTED JEAN GREY TO ULTIMATE HEIGHTS AND DEPTHS.
HE WEEPS. HE MOURNS.
BUT HE DOES NOT RELENT.

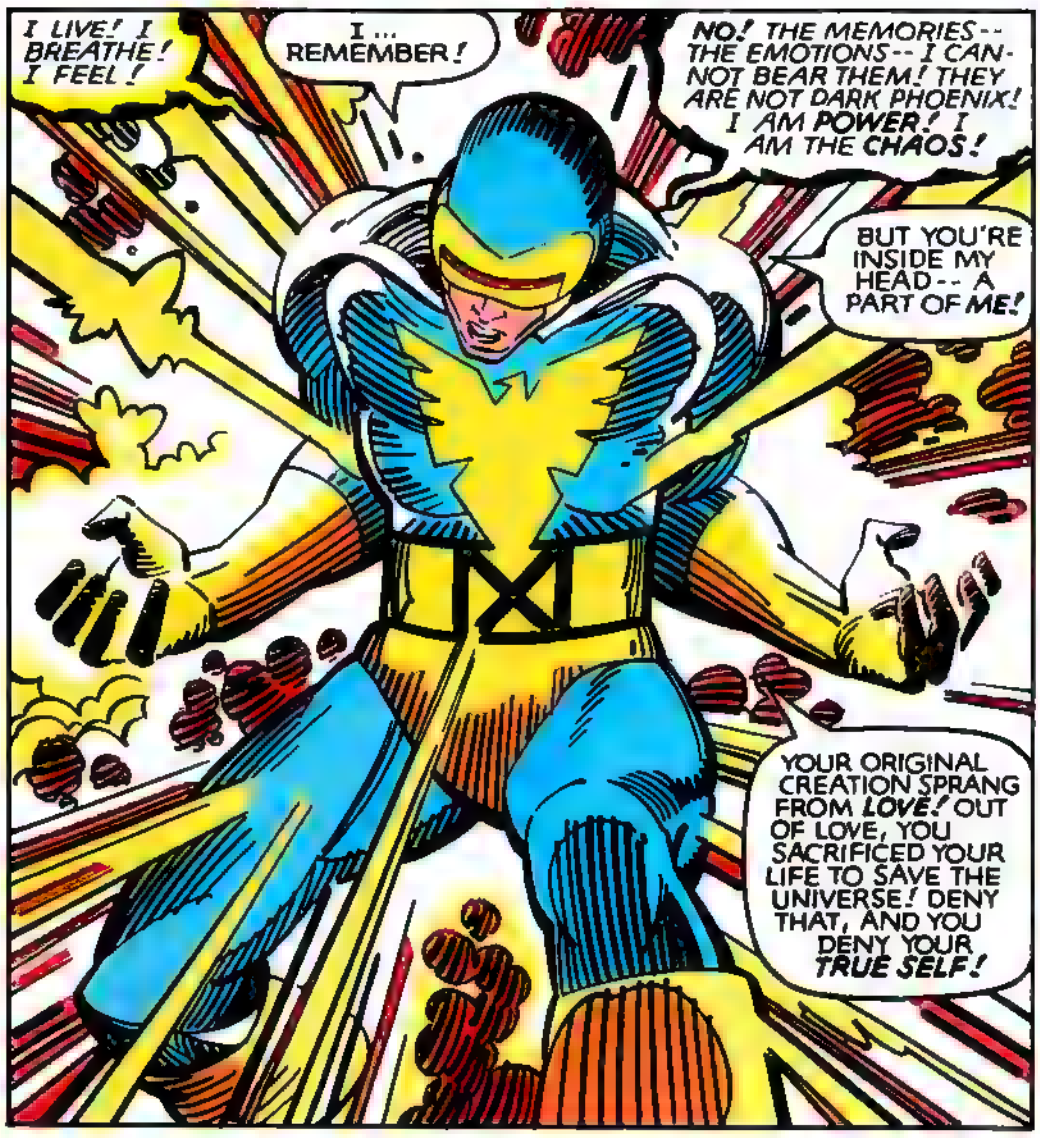
THEN, THE MOMENT PASSES, AND SHE BECOMES ONCE MORE THE ANGEL OF DEATH.
MY POWER HAS BEEN RESTORED TO ME! FACE ME NOW, X-TITANS--
--IF YOU DARE!
PROFESSOR, RAVEN, THE HELLPIT'S SEALED. ROBIN'S PLOY BOUGHT THE TIME WE NEED!
START CALLING FOR HELP --FAST!
SCOTT, LOOK-- PHOENIX-- SOMETHING IS HAPPENING!

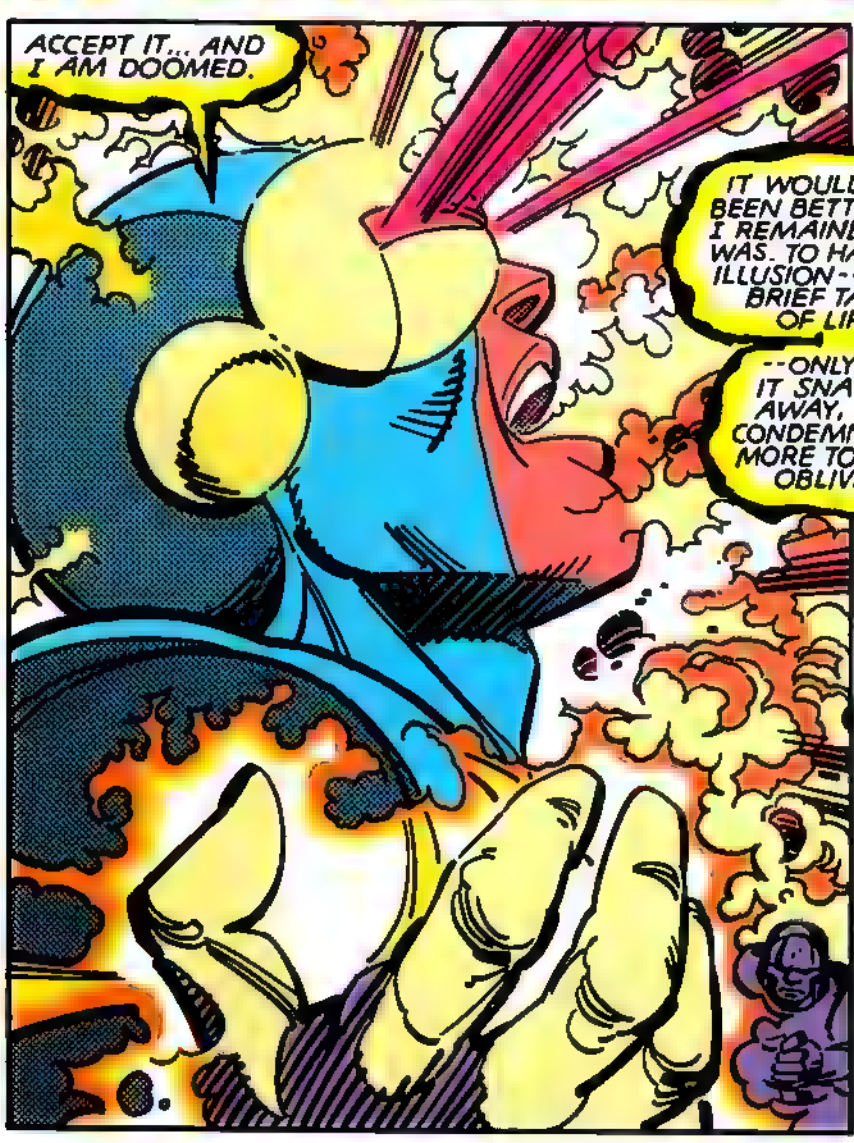

IT-- IT WASN'T ENOUGH!
I'M FADING-- I CAN'T STOP MYSELF!
HELP ME! I DON'T WANT TO DIE!

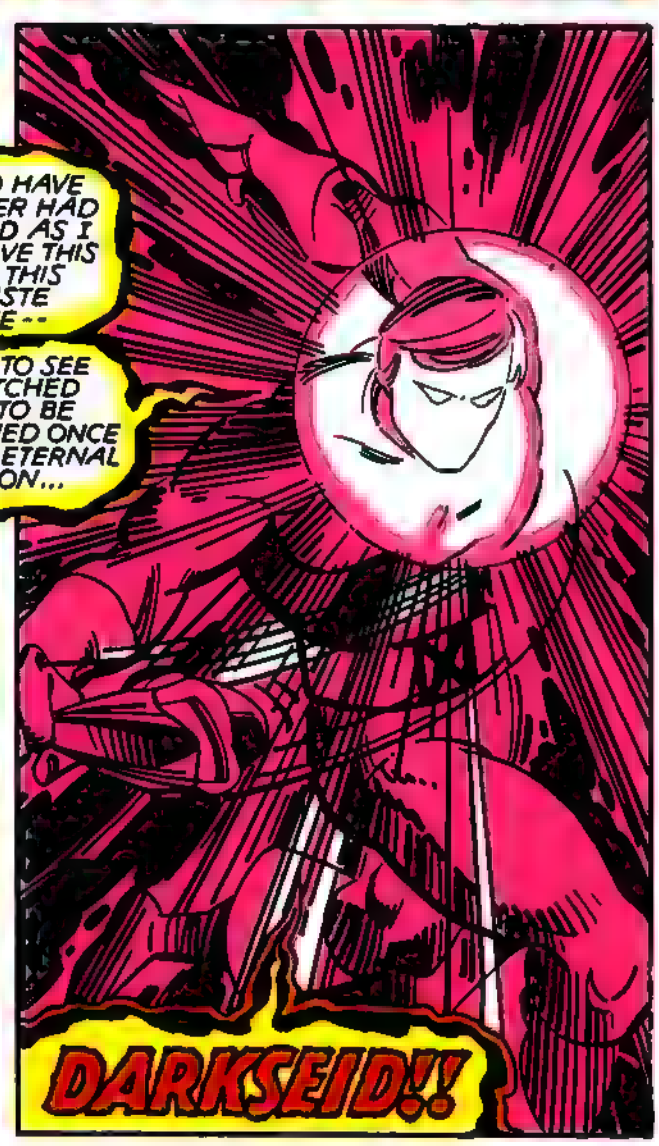
AND YOU SHALL NOT!
THERE IS A WAY TO PRESERVE BOTH LIFE AND POWER! TAKE A PHYSICAL FORM-- THROUGH WHICH YOUR ENERGIES CAN BE FOCUSED!

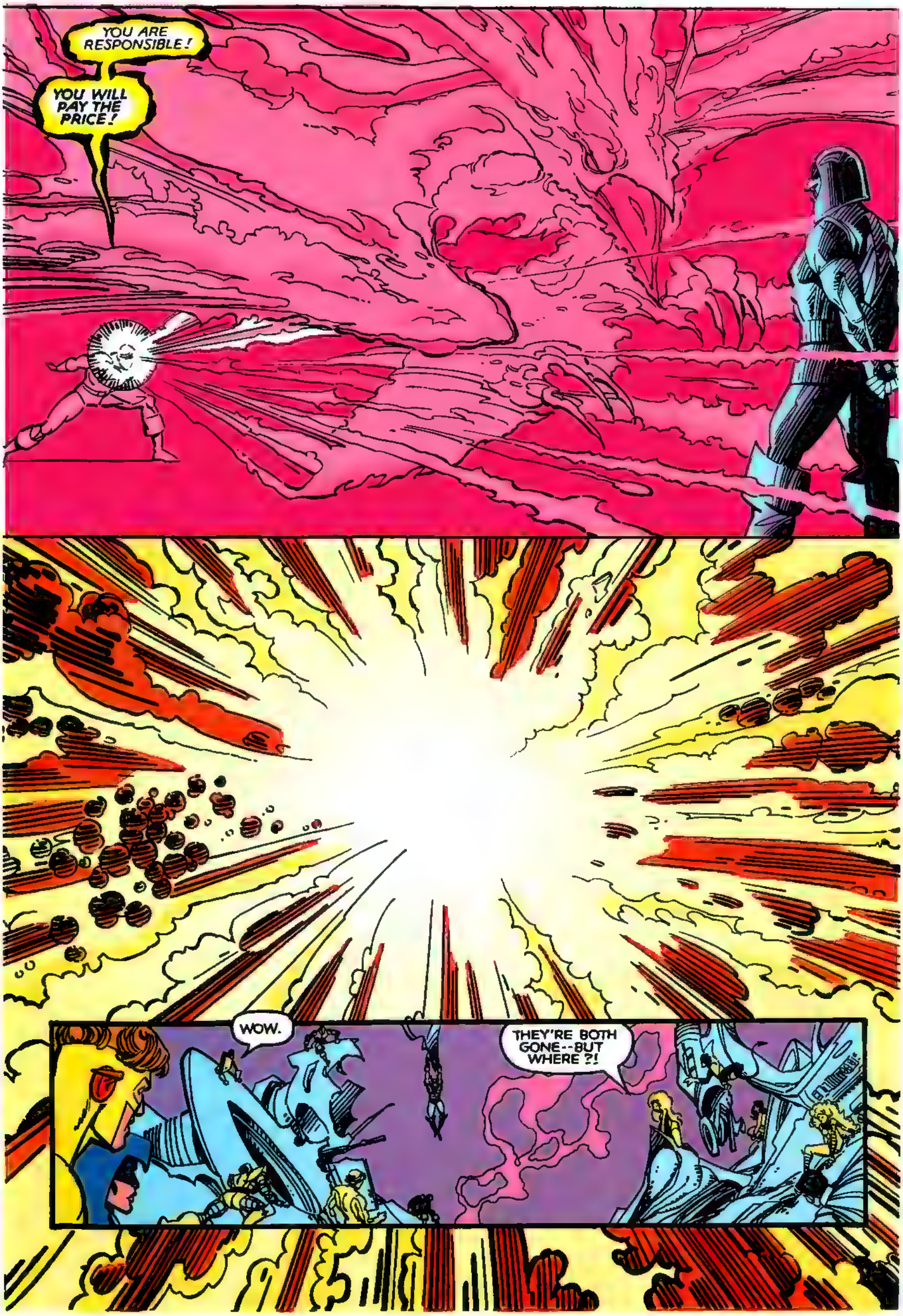

YES!
BUT WHO--?!
SCATTER, PEOPLE! GET AWAY FROM ME! NOW!

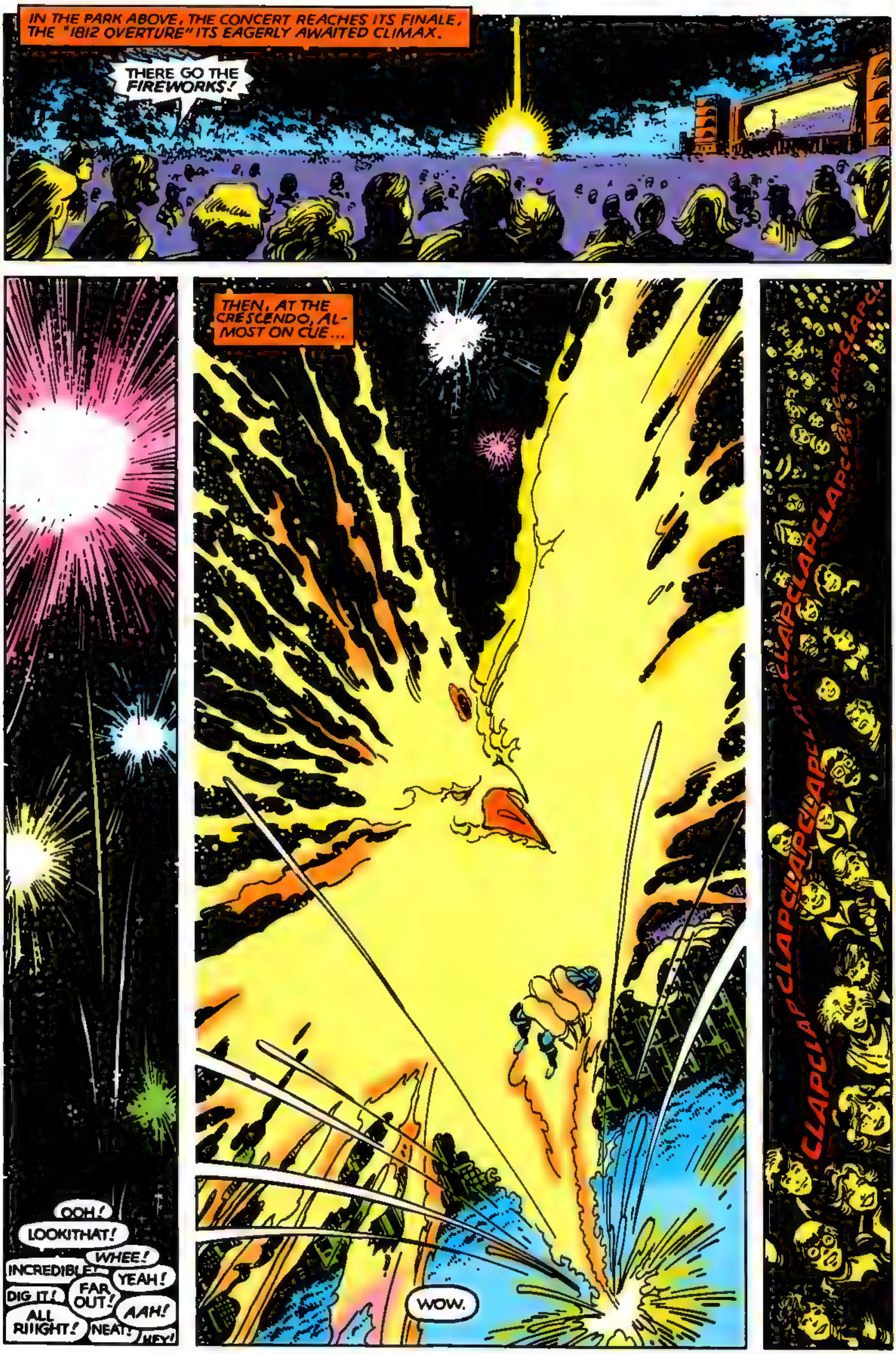

COME, MY ONCE AND FORMER LOVE--
--EMBRACE YOUR DESTINY!

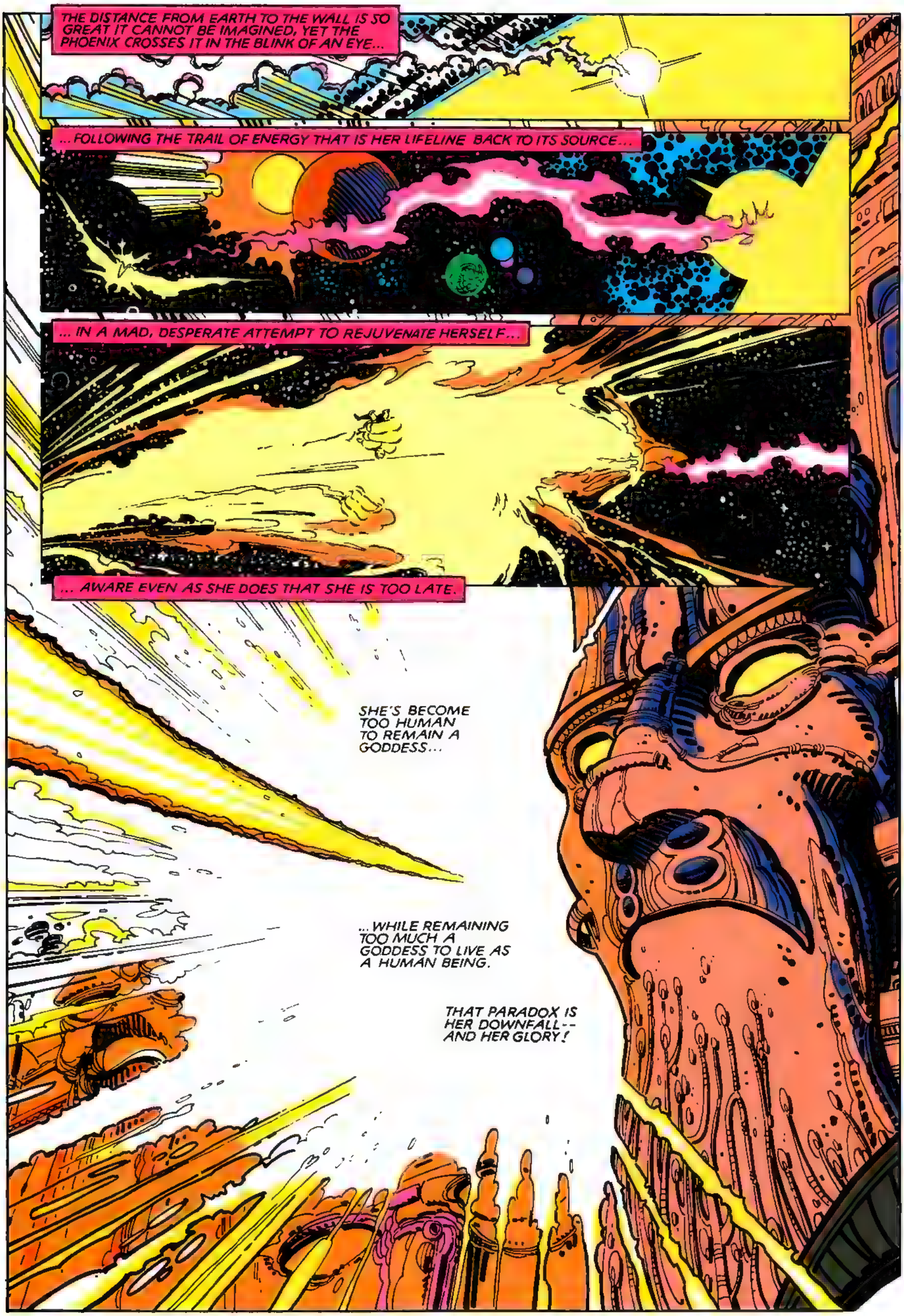

I LIVE! I BREATHE! I FEEL!
I ... REMEMBER!
NO! THE MEMORIES -- THE EMOTIONS -- I CANNOT BEAR THEM! THEY ARE NOT DARK PHOENIX! I AM POWER! I AM THE CHAOS!
BUT YOU'RE INSIDE MY HEAD -- A PART OF ME!
YOUR ORIGINAL CREATION SPRANG FROM LOVE! OUT OF LOVE, YOU SACRIFICED YOUR LIFE TO SAVE THE UNIVERSE! DENY THAT, AND YOU DENY YOUR TRUE SELF!


ACCEPT IT... AND I AM DOOMED.
IT WOULD HAVE BEEN BETTER HAD I REMAINED AS I WAS. TO HAVE THIS ILLUSION -- THIS BRIEF TASTE OF LIFE --
--ONLY TO SEE IT SNATCHED AWAY, TO BE CONDEMNED ONCE MORE TO ETERNAL OBLIVION...


DARKSEID!!

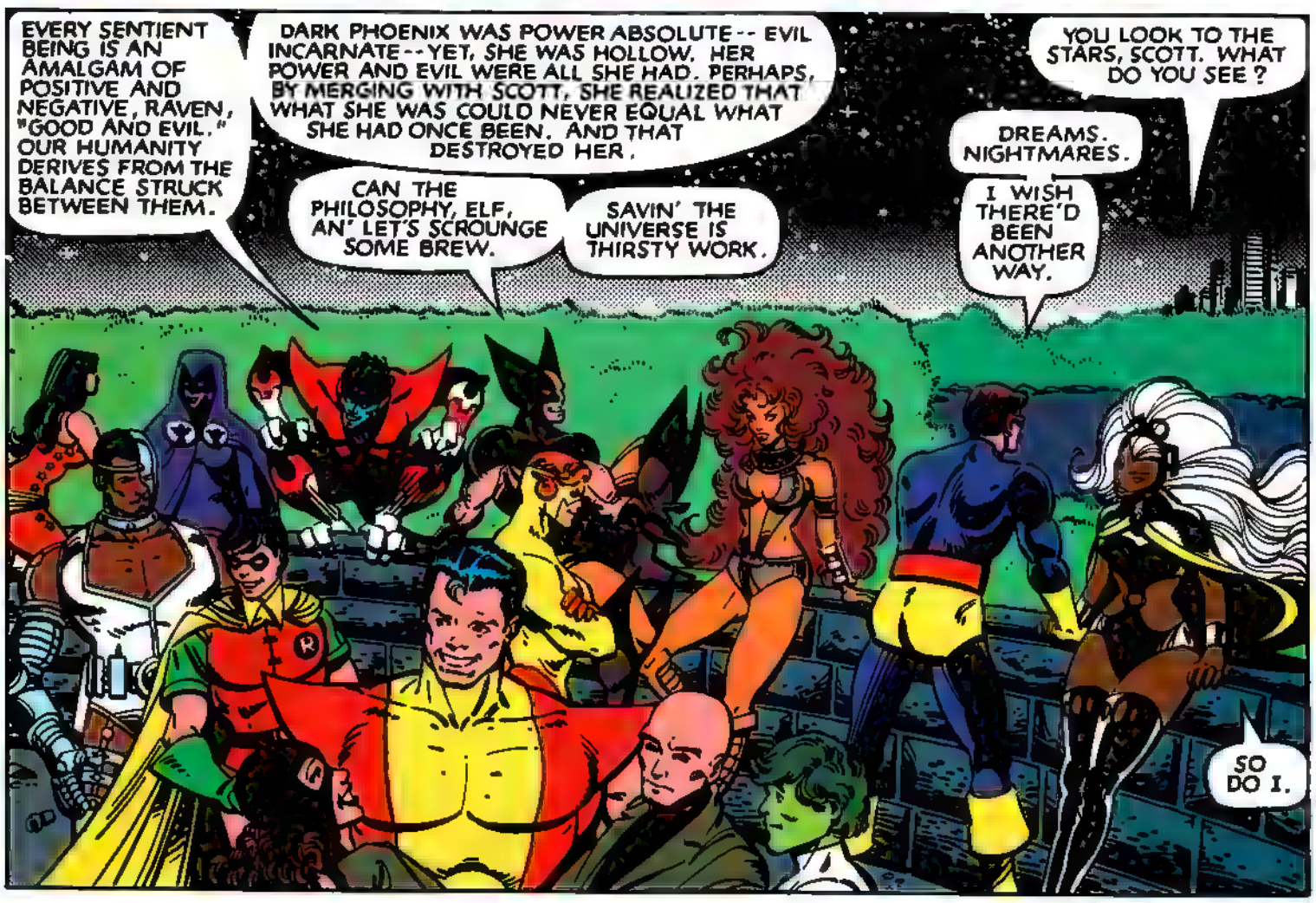

YOU ARE RESPONSIBLE!
YOU WILL PAY THE PRICE!
WOW.
THEY'RE BOTH GONE--BUT WHERE ?!


IN THE PARK ABOVE, THE CONCERT REACHES ITS FINALE, THE "1812 OVERTURE" ITS EAGERLY AWAITED CLIMAX.
THERE GO THE FIREWORKS!
THEN, AT THE CRESCENDO, ALMOST ON CUE...
OOH!
LOOKITHAT!
WHEE!
INCREDIBLE!
YEAH!
DIG IT!
FAR OUT!
AAH!
ALL RIIIGHT!
NEAT!
HEY!
WOW.
CLAPCLAPCLAPCLAPCLAPCL
CLAPCLAPCLAPCLAP


THE DISTANCE FROM EARTH TO THE WALL IS SO GREAT IT CANNOT BE IMAGINED, YET THE PHOENIX CROSSES IT IN THE BLINK OF AN EYE...
...FOLLOWING THE TRAIL OF ENERGY THAT IS HER LIFELINE BACK TO ITS SOURCE...
... IN A MAD, DESPERATE ATTEMPT TO REJUVENATE HERSELF...
... AWARE EVEN AS SHE DOES THAT SHE IS TOO LATE.
SHE'S BECOME TOO HUMAN TO REMAIN A GODDESS...
...WHILE REMAINING TOO MUCH A GODDESS TO LIVE AS A HUMAN BEING.
THAT PARADOX IS HER DOWNFALL -- AND HER GLORY!

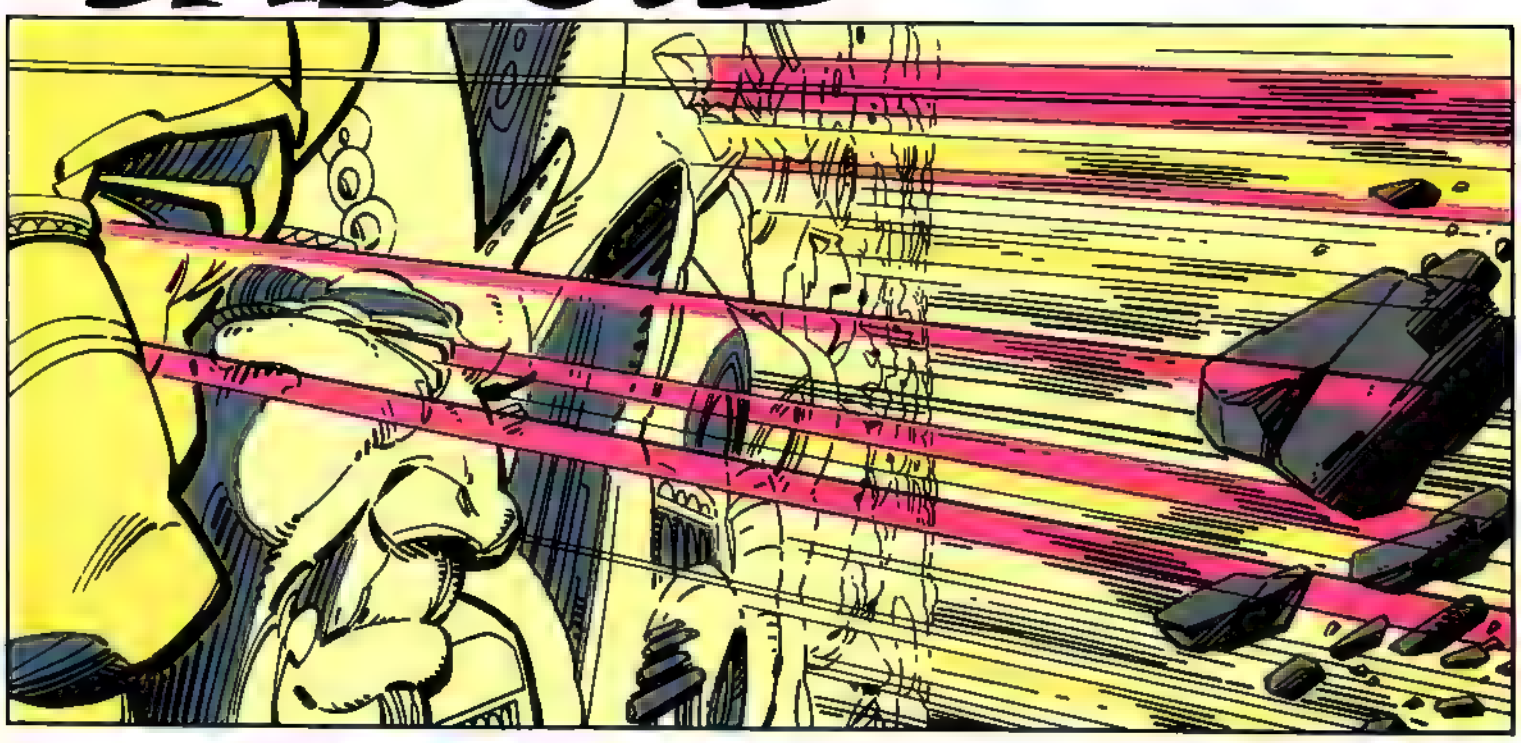
THE CONCERT OVER, AN AWED AND WONDERSTRUCK AUDIENCE...
...RELUCTANTLY DRIFTS OUT OF THE PARK, HOMEWARD-BOUND...

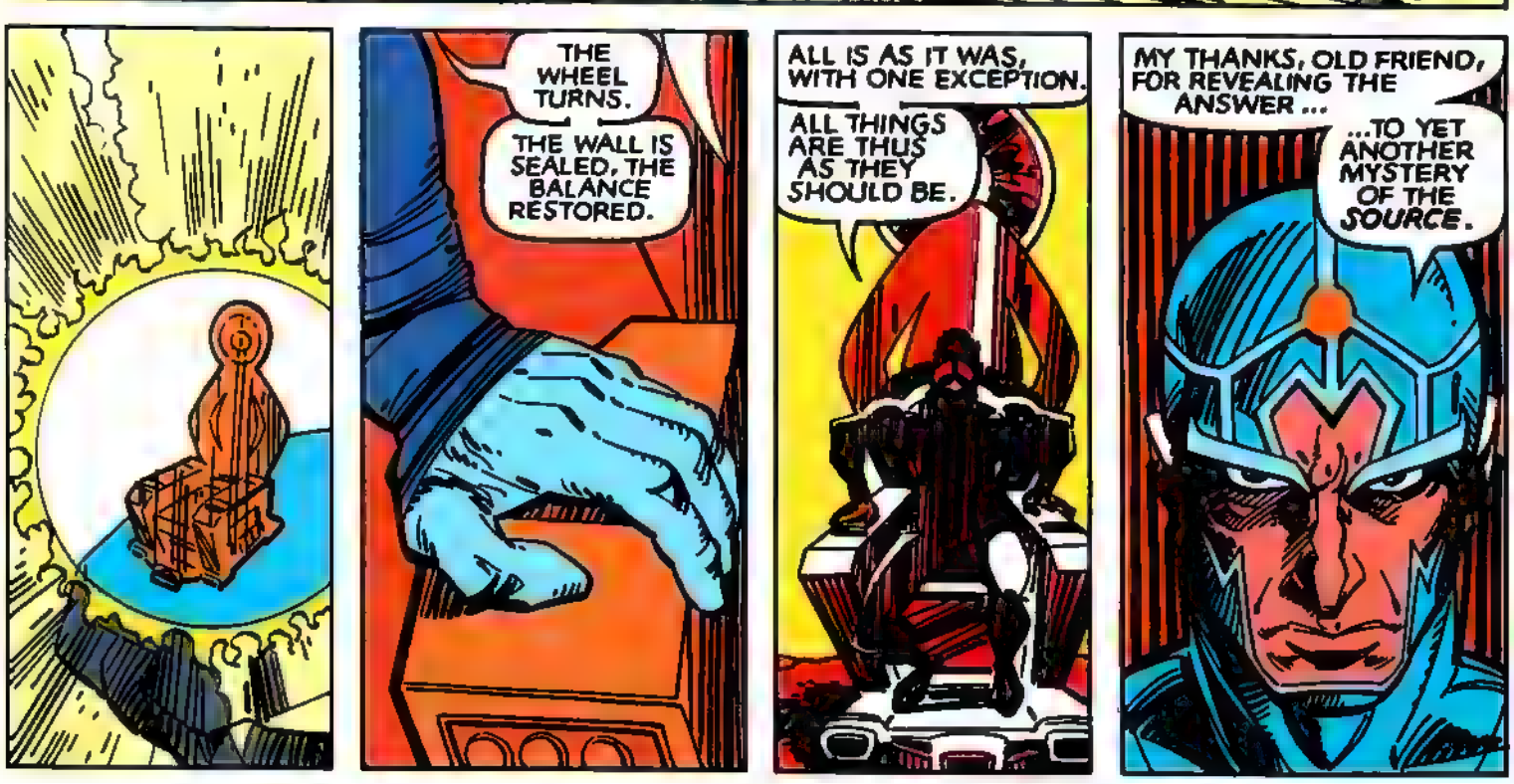
...THOSE HEADING FOR THE WEST SIDE OF MANHATTAN PASSING BY BELVEDERE CASTLE.
I STILL CAN'T BELIEVE THAT IT'S OVER, THAT WE WON.
RAVEN, I WAS SO PROUD OF THE WAY YOU FOUGHT PHOENIX. I CAN GUESS WHAT THAT MUST HAVE COST YOU.
THANK YOU, DONNA.
HOW IRONIC, THOUGH, THAT THE VERY QUALITIES I FEARED PHOENIX WOULD USE TO CORRUPT ME, WERE WHAT GAVE ME THE STRENGTH AND COURAGE TO FACE HER THAT SECOND TIME, AND TRIUMPH.

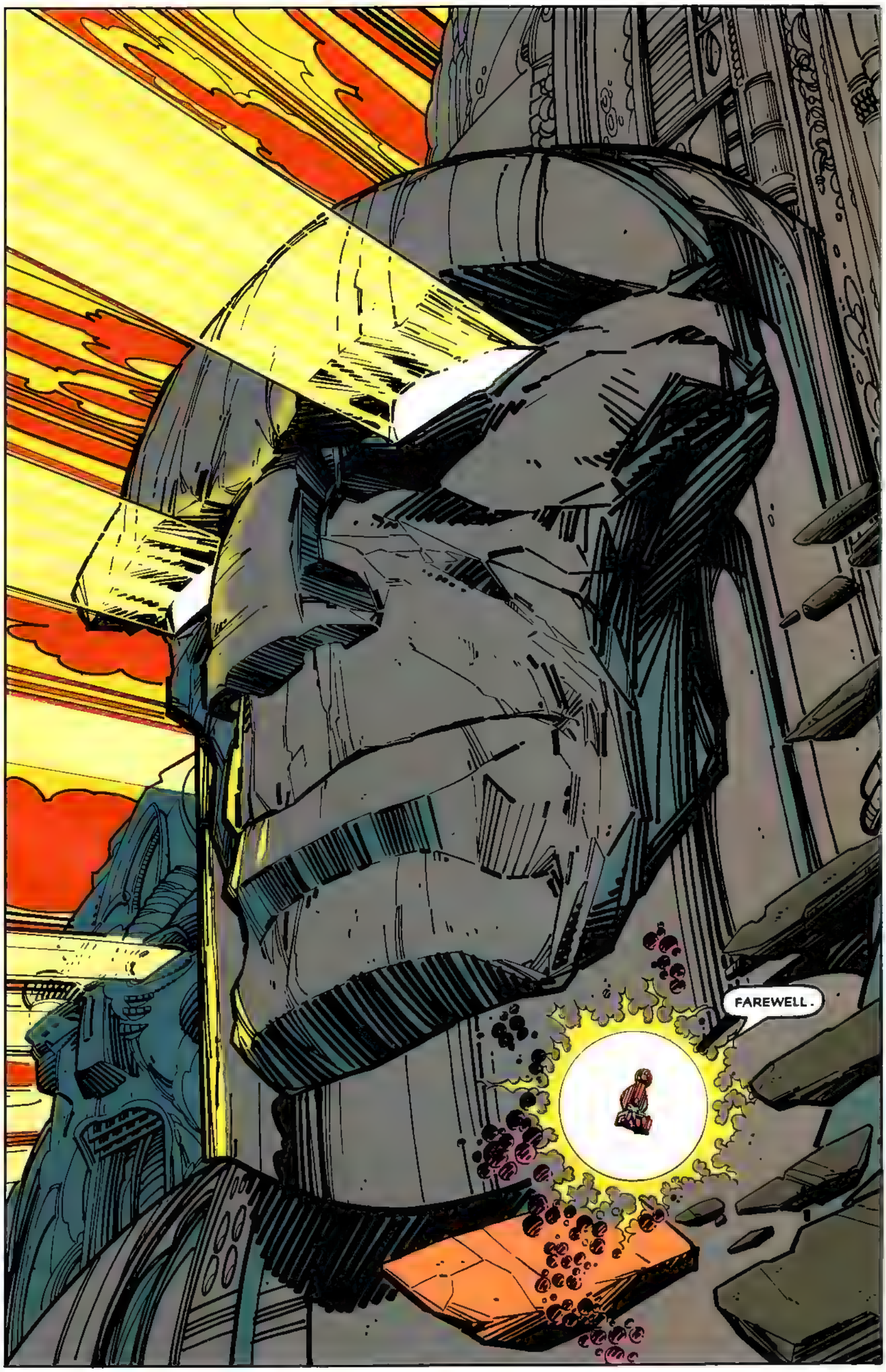

EVERY SENTIENT BEING IS AN AMALGAM OF POSITIVE AND NEGATIVE, RAVEN, "GOOD AND EVIL." OUR HUMANITY DERIVES FROM THE BALANCE STRUCK BETWEEN THEM.
DARK PHOENIX WAS POWER ABSOLUTE -- EVIL INCARNATE -- YET, SHE WAS HOLLOW. HER POWER AND EVIL WERE ALL SHE HAD. PERHAPS, BY MERGING WITH SCOTT, SHE REALIZED THAT WHAT SHE WAS COULD NEVER EQUAL WHAT SHE HAD ONCE BEEN. AND THAT DESTROYED HER.
CAN THE PHILOSOPHY, ELF, AN' LET'S SCROUNGE SOME BREW.
SAVIN' THE UNIVERSE IS THIRSTY WORK.
YOU LOOK TO THE STARS, SCOTT. WHAT DO YOU SEE?
DREAMS. NIGHTMARES.
I WISH THERE'D BEEN ANOTHER WAY.
SO DO I.

SCOTT, ONE THING PUZZLES ME.
IF PHOENIX WAS DARKSEID'S CREATION -- IF SHE HAD NO CONSCIOUS EXISTENCE PRIOR TO THAT AWFUL MOMENT AT THE WALL --
--THEN WHO, WHAT, APPEARED TO US AND TO THE GREYS, TO WARN US?

EPILOGUE




THE WHEEL TURNS.
THE WALL IS SEALED, THE BALANCE RESTORED.
ALL IS AS IT WAS, WITH ONE EXCEPTION.
ALL THINGS ARE THUS AS THEY SHOULD BE.
MY THANKS, OLD FRIEND, FOR REVEALING THE ANSWER ...
...TO YET ANOTHER MYSTERY OF THE SOURCE.


FAREWELL.

AND NOW A WORD (OR TWO) FROM
KITTY PRYDE...

CHRIS CLAREMONT	WALTER SIMONSON	TERRY AUSTIN	TOM ORZECHOWSKI	GLYNIS WEIN & RICK TAYLOR	LOUISE JONES	JIM SHOOTER	LEN WEIN
Scripter	Penciler	Finisher	Letterer	Colorists	Editor	Editor-in-Chief	Consulting Editor

The New X-MEN Created by LEN WEIN and DAVE COCKRUM • *The New* TEEN TITANS Created by MARV WOLFMAN and GEORGE PÉREZ

Bios

TERRY AUSTIN started out as a student of, and then assistant to, Dick Giordano before teaming up with Marshall Rogers to ink Batman in DETECTIVE COMICS. Since then he has labored on various series, including THE X-MEN, STAR WARS, CAMELOT 3000, DR. STRANGE, INDIANA JONES, SUPERMAN, LEGENDS OF THE DARK KNIGHT, THE NEW MUTANTS, and ADVENTURES OF CAPTAIN AMERICA. He recently concluded a four-year run as the writer of the adventures of CLOAK AND DAGGER and has also written issues of POWER PACK, EXCALIBUR, MARVEL FANFARE, WHAT THE —?, and an X-MEN ANNUAL. Terry is a ten-time recipient of the Eagle Award from the comics fans of Great Britain, as well as the Saturn, Alley and *Comics Buyer's Guide* Awards from the fans in the U.S. for favorite inker of the year.

JOHN BUSCEMA started with Marvel Comics in 1948, left in 1950, and returned in 1966 after a stint in advertising. Since then, he has worked on SILVER SURFER, THOR, FANTASTIC FOUR, THE INCREDIBLE HULK, DAREDEVIL, SPIDER-MAN, WOLVERINE, and his own personal favorite — CONAN, THE BARBARIAN. After working on CONAN for ten years, John left the book for other projects, but has recently returned to pencil THE SAVAGE SWORD OF CONAN.

GERRY CONWAY began his comics career in 1968 and was a writer/editor for both DC and Marvel, writing for every major character in the field except for the modern-day X-MEN. He created The Punisher in an early issue of THE AMAZING SPIDER-MAN and created FIRE-STORM for DC. He also holds the distinction of having the longest tenure as writer of JUSTICE LEAGUE OF AMERICA — over ten years. Gerry has also written short stories, novels and animation scripts. Along with Roy Thomas, he wrote the screenplays for Ralph Bakshi's *Fire and Ice,* as well as *Conan, The Destroyer.* Gerry is currently a writer/producer of the "Father Dowling" television series and is the father of a beautiful daughter named Cara.

JOHN COSTANZA entered the comics field in the late 1960s, lettering such ground-breaking series as Denny O'Neil and Neal Adams's GREEN LANTERN/GREEN ARROW and Jack Kirby's NEW GODS. An accomplished cartoonist, he is currently developing a line of educational comics for children.

DICK GIORDANO graduated from Manhattan's School of Industrial Arts and began his apprenticeship at Jerry Igor's studio in 1952. He later freelanced at Charlton Comics until 1965 when he became their managing editor. Two years later he joined DC Comics, where he edited features that included AQUAMAN and THE SECRET SIX, and contributed his artistic talents to BATMAN, GREEN LANTERN/GREEN ARROW, among others. Today, he is DC's Vice President/Editorial Director and lives with his wife in Connecticut where he wakes up every morning at 4 a.m. and inks a comic book page or two until 7 a.m. He has observed this routine for 25 of his 35 years as a comics professional, and swears by the productivity that results from this quiet time.

GLYNIS OLIVER grew up in England in the 1950s and in 1971 found herself first at DC and then at Marvel, learning the art of coloring comics. Roy Thomas gave her a chance on his AVENGERS series and soon she was working with Marie Severin on covers. For five years she headed the Coloring Department at Marvel before leaving to work at her home in Massachusetts. Over the years, she has worked on most of Marvel's titles but most consistently on THE X-MEN, which remains her favorite.

TOM ORZECHOWSKI has been the letterer for THE UNCANNY X-MEN since 1973. He has also written stories for X-MEN CLASSICS, and his other credits include: creator of the popular WOLVERINE logo, acting director of Taskforce X, working member of Studio Proteus (a studio dedicated to translating Japanese comics for the American market). Of late, Tom is the letterer and touch-up artist on VENUS WARS for Darkhorse, as well as providing his numerous talents to various other projects. Tom prefers old blues music above all else, covets his various Ink Pot Awards, and rues the day that he misspelled Jack Abel's name.

JOE ROSEN started working for Detective Comics and Harvey Comics in the early 1940s, but his lettering career was interrupted when he was drafted after the bombing of Pearl Harbor. Joe returned to comics after the war, and in the early 1970s he started working as a letterer for Marvel Comics. His credits include long stints on SPIDER-MAN, X-FACTOR, DAREDEVIL, and THE INCREDIBLE HULK. When Joe is not at a Mets game, he can be found hunched over his drafting table, smoking a pipe, and lettering THE NEW WARRIORS, CAPTAIN AMERICA, and many other Marvel titles.

WALT SIMONSON became interested in dinosaurs at an early age and went to college to study paleontology; however, he blew off science for comics, graduated from the Rhode Island School of Design and gained fame and recognition in the early 1970s with Archie Goodwin on MANHUNTER. He then waltzed through THE RAMPAGING HULK, BATMAN, THOR, X-FACTOR, THE FANTASTIC FOUR and a lot of other interesting stuff. And he's still dancing.

JIM SHOOTER started his career in 1965 at the age of 13, selling stories to DC Comics, making him the youngest professional comics writer ever. For years, he wrote features for SUPERMAN, SUPERBOY, BATMAN, SUPERGIRL and other top DC characters. In 1976 he accepted the position of Associate Editor at Marvel Comics and was promoted to Editor-in-Chief in 1978. As Marvel's creative head, he was responsible for the introduction of deluxe formats and graphic novels, the development of Hasbro Toys' G.I. JOE and TRANSFORMERS for comics, and for leading Marvel to a position of dominance in the industry. In 1987 Jim left Marvel to work as a freelance writer, and in 1989 he launched Voyager Communications Inc., which under its Valiant imprint publishes comics and children's books including MAGNUS ROBOT FIGHTER and NINTENDO COMICS SYSTEM.

JOE SINNOTT has been working for Marvel since 1950. For the first twelve of those years, he performed his own pencilling and inking chores. Since then, he has inked and finished art on more titles than he can list. He has had especially long runs on THE FANTASTIC FOUR and THOR, which, to this day, remain his personal favorites. Altogether, Joe has produced over 20, 000 pages for Marvel.

LEN WEIN began his career as a comics scripter in 1969 with stories for DC's HOUSE OF MYSTERY and HOUSE OF SECRETS. He later went on to write SUPERMAN, WONDER WOMAN, THE FLASH, GREEN LANTERN, JUSTICE LEAGUE, THE PHANTOM STRANGER, THE AMAZING SPIDER-MAN, THE MIGHTY THOR, THE FANTASTIC FOUR and dozens more. But he is perhaps best known as the co-creator, with Berni Wrightson, of DC's SWAMP THING, with Carmine Infantino of DC's THE HUMAN TARGET (soon to be a prime time television series), with Dave Cockrum, of Marvel's THE NEW X-MEN, and lastly with Herb Trimpe of Marvel's WOLVERINE. He has also written television animation scripts for such shows as *The Transformers* and *C.O.P.S.*

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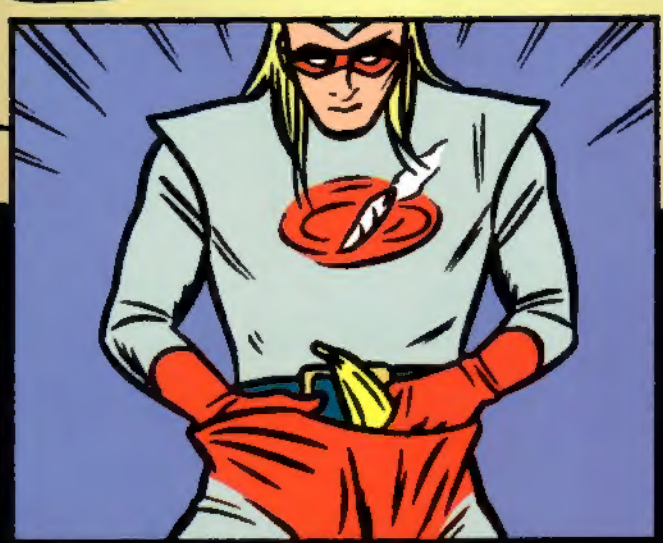
MINUTEMEN

ONE FINAL TOUCH...

SKILL BOB